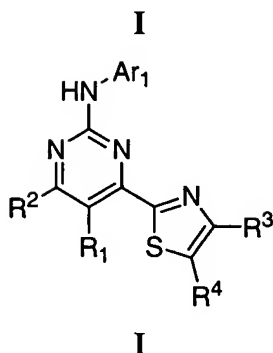


## CLAIMS

1. A compound of formula (I):



or a pharmaceutically acceptable salt thereof, wherein:

- $R^1$  and  $R^2$  are each independently R, halogen, CN,  $\text{NO}_2$ , or TR, or  $R^1$  and  $R^2$  taken together form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5- or 6-membered ring having 0-3 heteroatoms independently selected from N, O, or S;
- T is an optionally substituted  $\text{C}_1$ - $\text{C}_4$  alkylidene chain wherein up to two methylene units of T are optionally and independently replaced by O, N(R), C(O), S, SO, or  $\text{SO}_2$ ;
- $\text{Ar}^1$  is an optionally substituted ring selected from: an aryl group selected from a 5-6 membered monocyclic or an 8-10 membered bicyclic ring having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur; a 3-8-membered saturated or partially unsaturated ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur; or an 8-10-membered saturated or partially unsaturated, or fully unsaturated bicyclic ring system having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur; wherein  $\text{Ar}^1$  is optionally substituted at one or more carbon atoms with 0-5 occurrences of  $-\text{Q}-\text{R}^5$ , and at one or more substitutable nitrogen atoms with  $-\text{R}^6$  and each occurrence of  $\text{R}^6$  is independently  $\text{R}'$ ,  $-\text{COR}'$ ,  $-\text{CO}_2(\text{C}_{1-6} \text{ aliphatic})$ ,  $-\text{CON}(\text{R}')_2$ ,  $-\text{SO}_2\text{N}(\text{R}')_2$ , or  $-\text{SO}_2\text{R}'$ ;
- $\text{R}^3$  and  $\text{R}^4$  are each independently  $\text{Z}-\text{R}^7$ , or  $\text{R}^3$  and  $\text{R}^4$  are taken together to form an optionally substituted saturated, partially unsaturated, or fully unsaturated 3-8 membered ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur wherein said ring is optionally substituted with 0-5 independent occurrences of  $\text{Y}-\text{R}^8$ ;

each occurrence of Q, Z, and Y is independently a bond or an optionally substituted C<sub>1</sub>-C<sub>6</sub> alkylidene chain wherein up to two non-adjacent methylene units of Q are optionally replaced by CO, CO<sub>2</sub>, COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, NRCO<sub>2</sub>, NRCONR, SO, SO<sub>2</sub>, NRSO<sub>2</sub>, SO<sub>2</sub>NR, NRSO<sub>2</sub>NR, O, S, or NR;

each occurrence of R<sup>5</sup>, R<sup>7</sup> and R<sup>8</sup> is independently R', halogen, NO<sub>2</sub>, CN, OR', SR', N(R')<sub>2</sub>, NR'C(O)R', NR'C(O)N(R')<sub>2</sub>, NR'CO<sub>2</sub>R', C(O)R', CO<sub>2</sub>R', OC(O)R', C(O)N(R')<sub>2</sub>, OC(O)N(R')<sub>2</sub>, SOR', SO<sub>2</sub>R', SO<sub>2</sub>N(R')<sub>2</sub>, NR'SO<sub>2</sub>R', NR'SO<sub>2</sub>N(R')<sub>2</sub>, PO(OR')<sub>2</sub>, C(O)C(O)R', or C(O)CH<sub>2</sub>C(O)R'; and

each occurrence of R is independently hydrogen or an optionally substituted C<sub>1-6</sub> aliphatic group; and each occurrence of R' is independently hydrogen or an optionally substituted group selected from C<sub>1-8</sub> aliphatic, C<sub>6-10</sub> aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 3-10 ring atoms, or wherein two occurrences of R taken together, R and R' taken together, or two occurrences of R' taken together, form an optionally substituted saturated, partially unsaturated, or fully unsaturated 3-8 membered ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur;

provided that :

- i) R<sup>3</sup> and R<sup>4</sup> are not simultaneously hydrogen; and
- ii) when R<sup>3</sup> and R<sup>4</sup> are both methyl, or R<sup>3</sup> is methyl and R<sup>4</sup> is (CH<sub>2</sub>)<sub>2</sub>OH, then Ar<sup>1</sup> is not 3, 4, 5-trimethoxyphenyl.

2. The compound of claim 1, wherein Ar<sup>1</sup> are optionally substituted rings selected from:

- (a) a phenyl, indanyl, or naphthyl ring;
- (b) a 5-6 membered heterocyclic ring having 1-3 heteroatoms independently

selected from nitrogen, oxygen, or sulfur; or

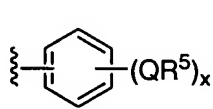
- (c) a 5-6 membered monocyclic or 9-10 membered bicyclic heteroaryl ring having 1-3 heteroatoms independently selected from oxygen, nitrogen, or sulfur.

3. The compound of claim 1, wherein Ar<sup>1</sup> are optionally substituted rings selected from:

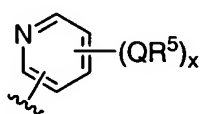
- (a) a phenyl ring;
- (b) a 5-6 membered heterocyclic ring having 1-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur; or

- (c) a 5-6 membered monocyclic heteroaryl ring having 1-3 heteroatoms independently selected from oxygen, nitrogen, or sulfur.

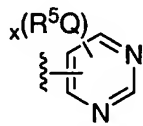
4. The compound of claim 1, wherein  $\text{Ar}^1$  is selected from any one of **a-bb**:



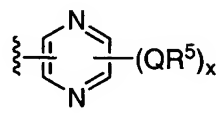
**a**



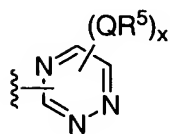
**b**



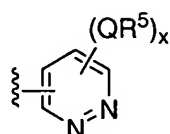
**c**



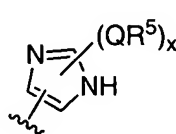
**d**



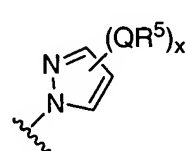
**e**



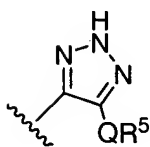
**f**



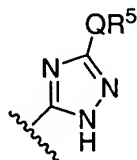
**g**



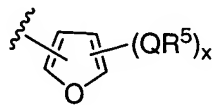
**h**



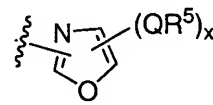
**i**



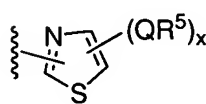
**j**



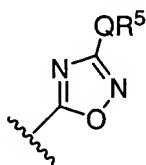
**k**



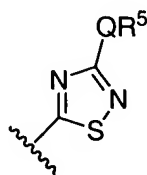
**l**



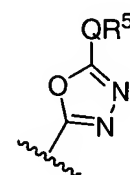
**m**



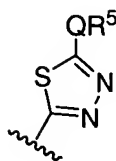
**n**



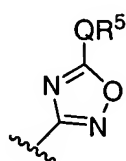
**o**



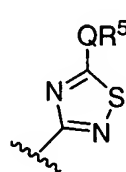
**p**



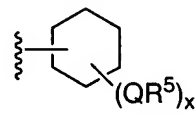
**q**



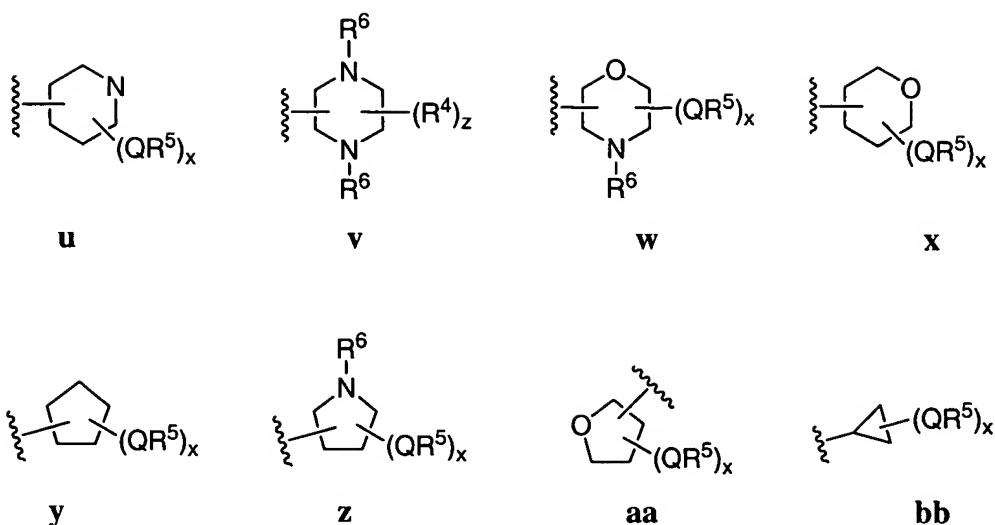
**r**



**s**



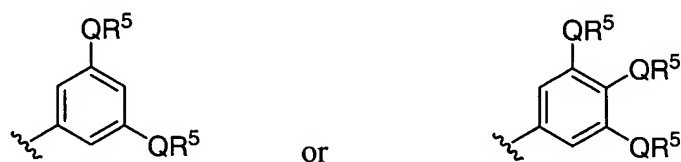
**t**



wherein x is 0-5.

5. The compound of claim 1, wherein Ar<sup>1</sup> is optionally substituted phenyl, pyrimidinyl, or pyridyl.

6. The compound of claim 1, wherein Ar<sup>1</sup> is phenyl and is substituted with two (x = 2) or three (x = 3) occurrences of Q-R<sup>5</sup> and Ar<sup>1</sup> is one of the following structures:



wherein each occurrence of QR<sup>5</sup> is independently CH<sub>2</sub>halogen, halogen, CH<sub>2</sub>CN, CN, CH<sub>2</sub>CO<sub>2</sub>R', CO<sub>2</sub>R', CH<sub>2</sub>COR', COR', R', CH<sub>2</sub>NO<sub>2</sub>, NO<sub>2</sub>, CH<sub>2</sub>OR', OR', CH<sub>2</sub>SR', SR', haloalkyl, CH<sub>2</sub>SO<sub>2</sub>N(R')<sub>2</sub>, SO<sub>2</sub>N(R')<sub>2</sub>, CH<sub>2</sub>N(R')<sub>2</sub>, N(R')<sub>2</sub>, NHCOR', CH<sub>2</sub>NHCOR', CH<sub>2</sub>PO(OR')<sub>2</sub>, PO(OR')<sub>2</sub>.

7. The compound of claim 1, wherein Q is independently a bond or is an optionally substituted C<sub>1</sub>-C<sub>4</sub> alkylidene chain wherein up to two non-adjacent methylene units of Q are optionally replaced by CO, CO<sub>2</sub>, CONR, OCONR, NRCO, NRCO<sub>2</sub>, NRSO<sub>2</sub>, SO<sub>2</sub>NR, O, S, or

NR; and each occurrence of  $R^5$  is independently selected from  $R'$ , halogen,  $NO_2$ , CN,  $OR'$ ,  $SR'$ ,  $N(R')_2$ ,  $NR'C(O)R'$ ,  $NR'C(O)N(R')_2$ ,  $NR'CO_2R'$ ,  $C(O)R'$ ,  $CO_2R'$ ,  $OC(O)R'$ ,  $C(O)N(R')_2$ ,  $OC(O)N(R')_2$ ,  $SOR'$ ,  $SO_2R'$ ,  $SO_2N(R')_2$ ,  $NR'SO_2R'$ ,  $NR'SO_2N(R')_2$ ,  $PO(OR')_2$ ,  $C(O)C(O)R'$ , or  $C(O)CH_2C(O)R'$ , and x is 0, 1, 2, or 3.

8. The compound of claim 1, wherein  $Q-R^5$  substituents on  $Ar^1$  are  $CH_2$ halogen, halogen,  $CH_2CN$ , CN,  $CH_2CO_2R'$ ,  $CO_2R'$ ,  $CH_2COR'$ ,  $COR'$ ,  $R'$ ,  $CH_2NO_2$ ,  $NO_2$ ,  $CH_2OR'$ ,  $OR'$ ,  $CH_2SR'$ ,  $SR'$ , haloalkyl,  $CH_2SO_2N(R')_2$ ,  $SO_2N(R')_2$ ,  $CH_2N(R')_2$ ,  $N(R')_2$ ,  $NHCOR'$ ,  $CH_2NHCOR'$ ,  $CH_2PO(OR')_2$ ,  $PO(OR')_2$ , or two adjacent occurrences of  $Q-R^5$ , taken together with the atoms to which they are bound, form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-8-membered ring having 0-3 heteroatoms selected from nitrogen, oxygen, or sulfur.

9. The compound of claim 1, wherein  $Q-R^5$  substituents on  $Ar^1$  are fluoro, iodo, chloro, bromo,  $COCH_3$ ,  $CO_2CH_3$ ,  $C_{1-4}$ alkyl,  $NH_2$ ,  $CH_2NH_2$ ,  $NHMe$ ,  $CH_2NHMe$ ,  $N(Me)_2$ ,  $CH_2N(Me)_2$ ,  $N(Et)_2$ ,  $CH_2N(Et)_2$ ,  $NH(phenyl)$ ,  $CO(C_{1-4}alkyl)$ ,  $CH_2CO(C_{1-4}alkyl)$ ,  $NHCO(C_{1-4}alkyl)$ ,  $CH_2NHCO(C_{1-4}alkyl)$ , CN,  $CH_2CN$ , OH,  $C_{1-4}$ alkoxy, optionally substituted benzyloxy, optionally substituted phenyloxy,  $CF_3$ ,  $SO_2NH_2$ ,  $SO_2NHMe$ , optionally substituted  $SO_2(phenyl)$ ,  $SO_2(C_{1-4}alkyl)$ ,  $CONH_2$ ,  $CH_2PO(OR')_2$ , or an optionally substituted group selected from a saturated, partially unsaturated, or fully unsaturated 5- or 6-membered ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur.

10. The compound of claim 1, wherein  $R^1$  and  $R^2$  groups of formula I are each independently hydrogen,  $N(R)_2$ , SR, OR, or TR, or  $R^1$  and  $R^2$ , taken together form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-membered ring having 0-2 heteroatoms independently selected from N, O, or S.

11. The compound of claim 1, wherein  $R^1$  and  $R^2$  groups are each independently hydrogen, OH,  $CH_3$ ,  $CH_2CH_3$ ,  $OCH_3$ ,  $CH_2OH$ ,  $CH_2OCH_3$ ,  $CH_2NH_2$ ,  $CH_2NHCH_3$ ,  $NH_2$ , or  $CH_2NH_2$ , or  $R^1$  and  $R^2$ , taken together, form a fused optionally substituted pyrrolyl, pyrazolyl, or imidazolyl ring.

12. The compound of claim 1, wherein  $R^3$  and  $R^4$  are each independently  $Z-R^7$  wherein  $Z$  is an optionally substituted  $C_{0-4}$  alkylidene chain wherein one methylene unit of  $Z$  is optionally replaced by O, NR, NRCO, NRCO<sub>2</sub>, NRSO<sub>2</sub>, CONR, C(O), C(O)O, and wherein  $R^7$  is selected from halogen, CN,  $N(R')_2$ , NHCOR', or  $R'$ , or wherein  $R^3$  and  $R^4$ , taken together form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5- or 6-membered ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur.

13. The compound of claim 1, wherein  $R^3$  and  $R^4$  are each independently hydrogen, CN, halogen, OH, SH, NH<sub>2</sub>, CO<sub>2</sub>H, COH, CONH<sub>2</sub>, SO<sub>2</sub>NH<sub>2</sub>, NO<sub>2</sub>,  $(CH_2)_nNRR^7$ , wherein  $R$  and  $R^7$ , taken together with the nitrogen atom to which they are bound form an optionally substituted 3-8-membered saturated or partially unsaturated ring having 1-3 heteroatoms selected from nitrogen, oxygen, or sulfur, or  $R^3$  and  $R^4$ , taken together with the atoms to which they are bound, form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5- or 6-membered ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, and  $n$  is 0, 1, 2, 3, 4, or 5.

14. The compound of claim 1, wherein one of  $R^3$  or  $R^4$  is hydrogen, and the other of  $R^3$  or  $R^4$  is  $(CH_2)_n$ halogen,  $(CH_2)_n$ CN,  $(CH_2)_nOR^7$ ,  $(CH_2)_nNRR^7$ ,  $(CH_2)_nC(O)R^7$ ,  $(CH_2)_nC(O)R^7$ ,  $(CH_2)_nCH_3$ ,  $(CH_2)_nC(O)NRR^7$ ,  $(CH_2)_nSR^7$ , wherein  $R^7$  is hydrogen,  $(CH_2)_mN(R')_2$ ,  $C_1$ - $C_4$ alkyl, an optionally substituted 5- or 6-membered aryl, aralkyl, heteroaryl, or heteroaralkyl group, or  $R$  and  $R^7$ , taken together with the nitrogen atom to which they are bound form an optionally substituted 3-8-membered saturated or partially unsaturated ring having 1-3 heteroatoms selected from nitrogen, oxygen, or sulfur.

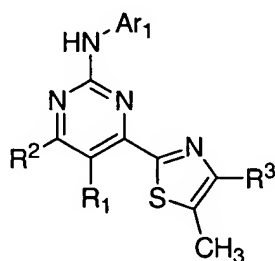
15. The compound of claim 14, wherein  $R^3$  is hydrogen.

16. The compound of claim 14, wherein  $R^4$  is hydrogen.

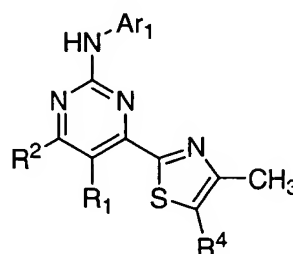
17. The compound of claim 1, wherein  $R^3$  and  $R^4$ , taken together with the atoms to which they are bound, form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5- or 6-membered ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, and wherein said ring is optionally substituted with 0, 1, 2, 3, 4, or 5 occurrences of  $Y-R^8$ .

18. The compound of claim 17, wherein each occurrence of  $Y-R^8$  is independently methyl, ethyl, t-butyl, fluoro, chloro, bromo, oxo,  $CF_3$ , OMe, OEt, CN,  $SO_2Me$ ,  $SO_2NH_2$ ,  $NH_2$ ,  $NHMe$ ,  $N(Me)_2$ , SMe, SEt, OH,  $C(O)Me$ ,  $NO_2$ , or  $CH_2OH$ .

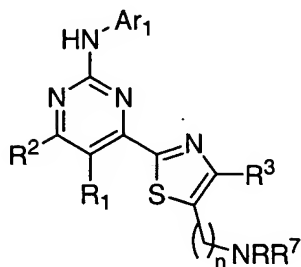
19. The compound of claim 1, having one of formulas **I-A-i**, **I-A-ii**, **I-B-i**, **I-B-ii**, **I-C-i**, **I-C-ii**, **I-D-i**, or **I-E-i**:



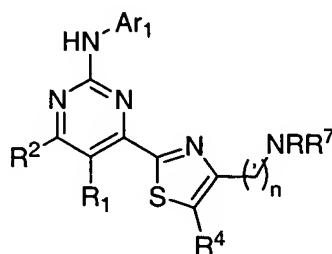
**I-A-i**



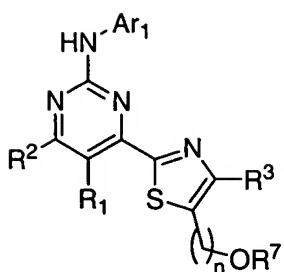
**I-A-ii**



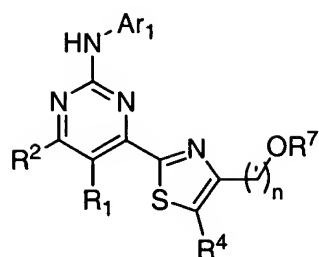
**I-B-i**



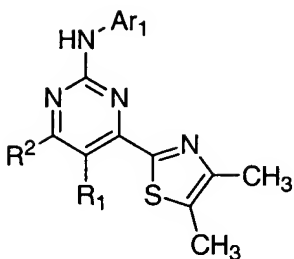
**I-B-ii**



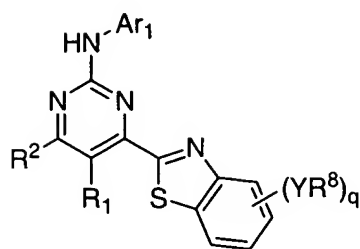
**I-C-i**



**I-C-ii**



**I-D-i**



**I-E-i**

wherein q is 0-5.

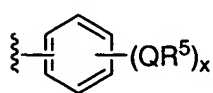
20. The compound of claim 19, wherein Ar<sup>1</sup> is:

- (a) a phenyl, indanyl, or naphthyl ring;
- (b) a 5-6 membered heterocyclic ring having 1-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur; or
- (c) a 5-6 membered monocyclic or 9-10 membered bicyclic heteroaryl ring having 1-3 heteroatoms independently selected from oxygen, nitrogen, or sulfur.

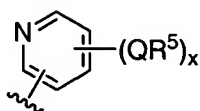
21. The compound of claim 19, wherein Ar<sup>1</sup> is:

- (a) a phenyl ring;
- (b) a 5-6 membered heterocyclic ring having 1-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur; or
- (c) a 5-6 membered monocyclic heteroaryl ring having 1-3 heteroatoms independently selected from oxygen, nitrogen, or sulfur.

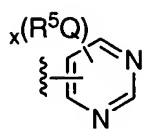
22. The compound of claim 19, wherein Ar<sup>1</sup> is any one of **a-bb**:



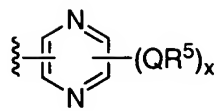
**a**



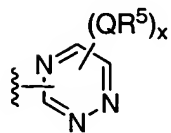
**b**



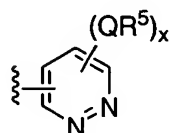
**c**



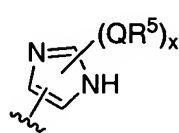
**d**



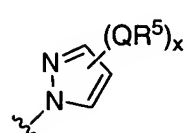
**e**



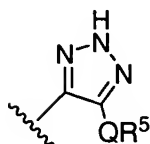
**f**



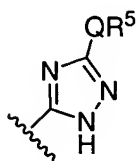
**g**



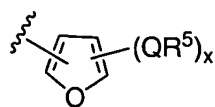
**h**



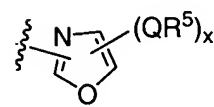
**i**



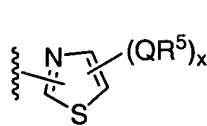
**j**



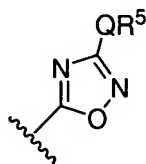
**k**



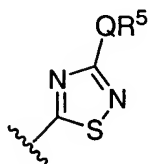
**l**



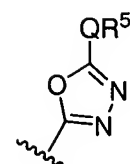
**m**



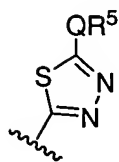
**n**



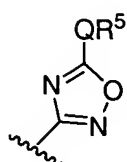
**o**



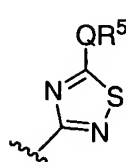
**p**



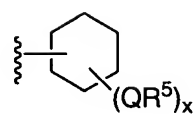
**q**



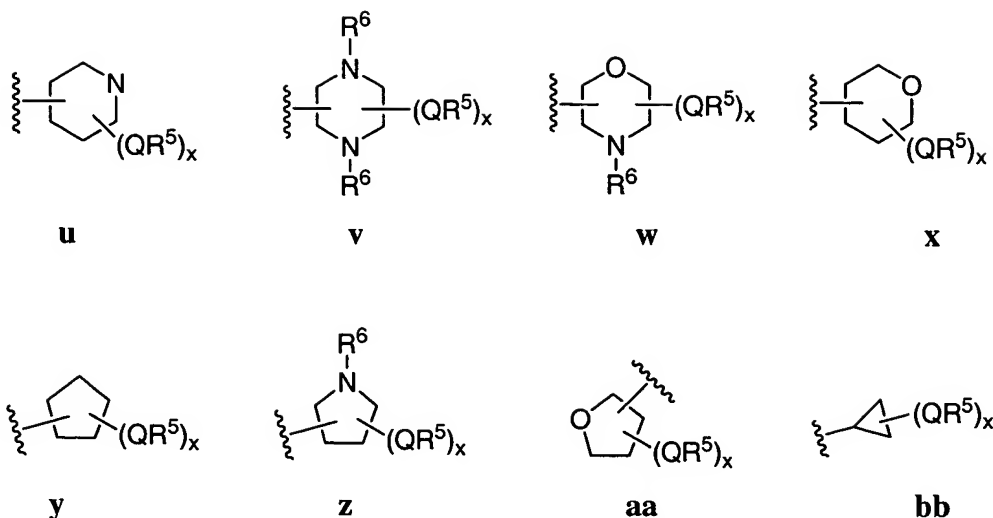
**r**



**s**



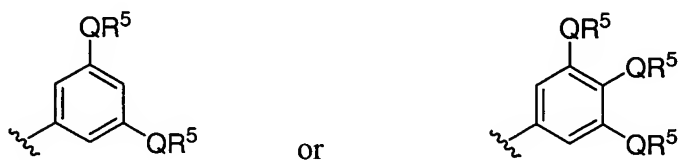
**t**



wherein Q and R<sup>5</sup> are as defined generally above and in subsets herein, and x is 0-5.

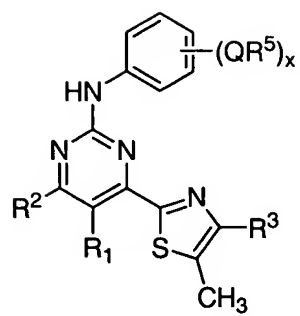
23. The compound of claim 19, wherein Ar<sup>1</sup> is phenyl, pyrimidinyl, or pyridyl.

24. The compound of claim 19, wherein Ar<sup>1</sup> is phenyl and is substituted with two (x = 2) or three (x = 3) occurrences of Q-R<sup>5</sup> and Ar<sup>1</sup> is one of the following structures:

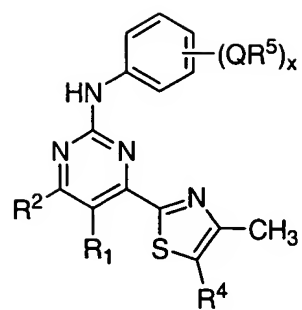


wherein each occurrence of QR<sup>5</sup> is independently CH<sub>2</sub>halogen, halogen, CH<sub>2</sub>CN, CN, CH<sub>2</sub>CO<sub>2</sub>R', CO<sub>2</sub>R', CH<sub>2</sub>COR', COR', R', CH<sub>2</sub>NO<sub>2</sub>, NO<sub>2</sub>, CH<sub>2</sub>OR', OR', CH<sub>2</sub>SR', SR', haloalkyl, CH<sub>2</sub>SO<sub>2</sub>N(R')<sub>2</sub>, SO<sub>2</sub>N(R')<sub>2</sub>, CH<sub>2</sub>N(R')<sub>2</sub>, N(R')<sub>2</sub>, NHCOR', CH<sub>2</sub>NHCOR', CH<sub>2</sub>PO(OR')<sub>2</sub>, PO(OR')<sub>2</sub>.

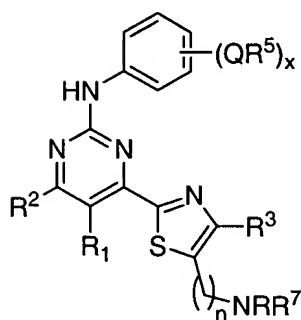
25. The compound of claim 19, wherein Ar<sup>1</sup> is optionally substituted phenyl and compounds have one of formulas **II-A-i**, **II-A-ii**, **II-B-i**, **II-B-ii**, **II-C-i**, **II-C-ii**, **II-D-i**, or **II-E-i**:



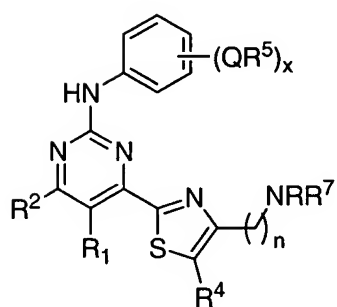
**II-A-i**



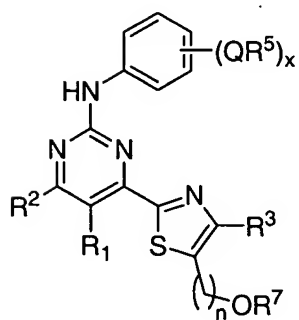
**II-A-ii**



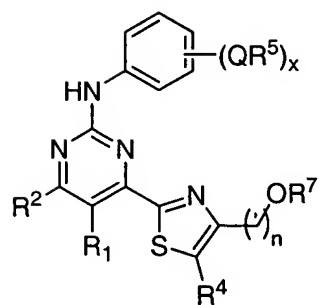
**II-B-i**



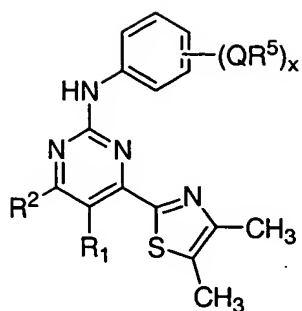
**II-B-ii**



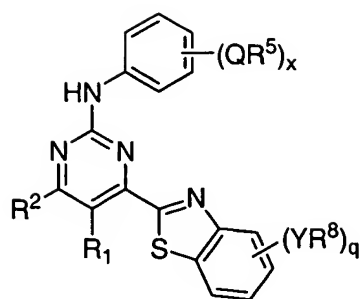
**II-C-i**



**II-C-ii**



**II-D-i**



**II-E-i**

where x and q are each independently 0-5.

26. The compound of claim 25, wherein each occurrence of Q is independently a bond or is an optionally substituted C<sub>1</sub>-C<sub>4</sub> alkylidene chain wherein up to two non-adjacent methylene units of Q are optionally replaced by CO, CO<sub>2</sub>, CONR, OCONR, NRCO, NRCO<sub>2</sub>, NRSO<sub>2</sub>, SO<sub>2</sub>NR, O, S, or NR; and each occurrence of R<sup>5</sup> is independently selected from R', halogen, NO<sub>2</sub>, CN, OR', SR', N(R')<sub>2</sub>, NR'C(O)R', NR'C(O)N(R')<sub>2</sub>, NR'CO<sub>2</sub>R', C(O)R', CO<sub>2</sub>R', OC(O)R', C(O)N(R')<sub>2</sub>, OC(O)N(R')<sub>2</sub>, SOR', SO<sub>2</sub>R', SO<sub>2</sub>N(R')<sub>2</sub>, NR'SO<sub>2</sub>R', NR'SO<sub>2</sub>N(R')<sub>2</sub>, PO(OR')<sub>2</sub>, C(O)C(O)R', or C(O)CH<sub>2</sub>C(O)R', and x is 0, 1, 2, or 3.

27. The compound of claim 25, wherein each occurrence of Q-R<sup>5</sup> is independently CH<sub>2</sub>halogen, halogen, CH<sub>2</sub>CN, CN, CH<sub>2</sub>CO<sub>2</sub>R', CO<sub>2</sub>R', CH<sub>2</sub>COR', COR', R', CH<sub>2</sub>NO<sub>2</sub>, NO<sub>2</sub>, CH<sub>2</sub>OR', OR', CH<sub>2</sub>SR', SR', haloalkyl, CH<sub>2</sub>SO<sub>2</sub>N(R')<sub>2</sub>, SO<sub>2</sub>N(R')<sub>2</sub>, CH<sub>2</sub>N(R')<sub>2</sub>, N(R')<sub>2</sub>, NHCOR', CH<sub>2</sub>NHCOR', CH<sub>2</sub>PO(OR')<sub>2</sub>, PO(OR')<sub>2</sub>, or two adjacent occurrences of Q-R<sup>5</sup>, taken together with the atoms to which they are bound, form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-8-membered ring having 0-3 heteroatoms selected from nitrogen, oxygen, or sulfur.

28. The compound of claim 25, wherein each occurrence of Q-R<sup>5</sup> is independently fluoro, iodo, chloro, bromo, COCH<sub>3</sub>, CO<sub>2</sub>CH<sub>3</sub>, C<sub>1-4</sub>alkyl, NH<sub>2</sub>, CH<sub>2</sub>NH<sub>2</sub>, NHMe, CH<sub>2</sub>NHMe, N(Me)<sub>2</sub>, CH<sub>2</sub>N(Me)<sub>2</sub>, N(Et)<sub>2</sub>, CH<sub>2</sub>N(Et)<sub>2</sub>, NH(phenyl), CO(C<sub>1-4</sub>alkyl), CH<sub>2</sub>CO(C<sub>1-4</sub>alkyl), NHCO(C<sub>1-4</sub>alkyl), CH<sub>2</sub>NHCO(C<sub>1-4</sub>alkyl), CN, CH<sub>2</sub>CN, OH, C<sub>1-4</sub>alkoxy, optionally substituted benzyloxy, optionally substituted phenyloxy, CF<sub>3</sub>, SO<sub>2</sub>NH<sub>2</sub>, SO<sub>2</sub>NHMe, optionally substituted

SO<sub>2</sub>(phenyl), SO<sub>2</sub>(C<sub>1-4</sub>alkyl), CONH<sub>2</sub>, CH<sub>2</sub>PO(OR')<sub>2</sub>, or an optionally substituted group selected from a saturated, partially unsaturated, or fully unsaturated 5- or 6-membered ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur.

29. The compound of claim 25, wherein R<sup>1</sup> and R<sup>2</sup> are each independently hydrogen, N(R)<sub>2</sub>, SR, OR, or TR, or R<sup>1</sup> and R<sup>2</sup>, taken together form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-membered ring having 0-2 heteroatoms independently selected from N, O, or S.

30. The compound of claim 29, wherein R<sup>1</sup> and R<sup>2</sup> are each independently hydrogen, OH, CH<sub>3</sub>, CH<sub>2</sub>CH<sub>3</sub>, OCH<sub>3</sub>, CH<sub>2</sub>OH, CH<sub>2</sub>OCH<sub>3</sub>, CH<sub>2</sub>NH<sub>2</sub>, CH<sub>2</sub>NHCH<sub>3</sub>, NH<sub>2</sub>, or CH<sub>2</sub>NH<sub>2</sub>, or R<sup>1</sup> and R<sup>2</sup>, taken together, form a fused optionally substituted pyrrolyl, pyrazolyl, or imidazolyl ring.

31. The compound of claim 25, wherein R<sup>3</sup> is Z-R<sup>7</sup>, wherein Z is a bond or is an optionally substituted C<sub>0-4</sub> alkylidene chain wherein one methylene unit of Z is optionally replaced by O, NR, NRCO, NRCO<sub>2</sub>, NRSO<sub>2</sub>, CONR, C(O), C(O)O, and wherein R<sup>7</sup> is halogen, CN, N(R')<sub>2</sub>, NHCOR', or R'.

32. The compound of claim 25, wherein R<sup>3</sup> is (CH<sub>2</sub>)<sub>n</sub>halogen, (CH<sub>2</sub>)<sub>n</sub>CN, (CH<sub>2</sub>)<sub>n</sub>OR<sup>7</sup>, (CH<sub>2</sub>)<sub>n</sub>NRR<sup>7</sup>, (CH<sub>2</sub>)<sub>n</sub>C(O)R<sup>7</sup>, (CH<sub>2</sub>)<sub>n</sub>C(O)R<sup>7</sup>, (CH<sub>2</sub>)<sub>n</sub>CH<sub>3</sub>, (CH<sub>2</sub>)<sub>n</sub>C(O)NRR<sup>7</sup>, (CH<sub>2</sub>)<sub>n</sub>SR<sup>7</sup>, wherein R<sup>7</sup> is (CH<sub>2</sub>)<sub>m</sub>N(R')<sub>2</sub>, C<sub>1-4</sub>alkyl, an optionally substituted 5- or 6-membered aryl, aralkyl, heteroaryl, or heteroaralkyl group, or R and R<sup>7</sup>, taken together with the nitrogen atom to which they are bound form an optionally substituted 3-8-membered saturated or partially unsaturated ring having 1-3 heteroatoms selected from nitrogen, oxygen, or sulfur, n is 0 or 1, and m is 0 or 1.

33. The compound of claim 25, wherein R<sup>4</sup> is Z-R<sup>7</sup>, wherein Z is a bond or is an optionally substituted C<sub>0-4</sub> alkylidene chain wherein one methylene unit of Z is optionally replaced by O, NR, NRCO, NRCO<sub>2</sub>, NRSO<sub>2</sub>, CONR, C(O), C(O)O, and wherein R<sup>7</sup> is selected from halogen, CN, N(R')<sub>2</sub>, NHCOR', or R'.

34. The compound of claim 25, wherein  $R^4$  is  $(CH_2)_n$ halogen,  $(CH_2)_n$ CN,  $(CH_2)_nOR^7$ ,  $(CH_2)_nNRR^7$ ,  $(CH_2)_nC(O)R^7$ ,  $(CH_2)_nC(O)R^7$   $(CH_2)_nCH_3$ ,  $(CH_2)_nC(O)NRR^7$ ,  $(CH_2)_nSR^7$ , wherein  $R^7$  is  $(CH_2)_mN(R')_2$ ,  $C_1$ - $C_4$ alkyl, an optionally substituted 5- or 6-membered aryl, aralkyl, heteroaryl, or heteroaralkyl group, or R and  $R^7$ , taken together with the nitrogen atom to which they are bound form an optionally substituted 3-8-membered saturated or partially unsaturated ring having 1-3 heteroatoms selected from nitrogen, oxygen, or sulfur, n is 0 or 1, and m is 0 or 1.

35. The compound of claim 25, wherein q is 0, 1, or 2, and each occurrence of  $Y-R^8$  is independently methyl, ethyl, t-butyl, fluoro, chloro, bromo, oxo,  $CF_3$ , OMe, OEt, CN,  $SO_2Me$ ,  $SO_2NH_2$ ,  $NH_2$ , NHMe,  $N(Me)_2$ , SMe, SEt, OH,  $C(O)Me$ ,  $NO_2$ , or  $CH_2OH$ .

36. The compound of claim 25, wherein compounds have one of formulas **II-A-i**, **II-B-i**, or **II-C-i**, and the compound variables are defined as:

a) x is 0, 1, 2, or 3, and  $Q-R^5$  is  $CH_2$ halogen, halogen,  $CH_2CN$ , CN,  $CH_2CO_2R'$ ,  $CO_2R'$ ,  $CH_2COR'$ ,  $COR'$ ,  $R'$ ,  $CH_2NO_2$ ,  $NO_2$ ,  $CH_2OR'$ ,  $OR'$ ,  $CH_2SR'$ ,  $SR'$ , haloalkyl,  $CH_2SO_2N(R')_2$ ,  $SO_2N(R')_2$ ,  $CH_2N(R')_2$ ,  $N(R')_2$ ,  $NHCOR'$ ,  $CH_2NHCOR'$ ,  $CH_2PO(OR')_2$ ,  $PO(OR')_2$ , or  $Q-R^5$ , taken together with the atoms to which they are bound, form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-8-membered ring having 0-3 heteroatoms selected from nitrogen, oxygen, or sulfur;

b)  $R^1$  and  $R^2$  are each independently hydrogen,  $N(R)_2$ , SR, OR, or TR, or  $R^1$  and  $R^2$ , taken together form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-membered ring having 0-2 heteroatoms independently selected from N, O, or S; and

c)  $R^3$  is  $(CH_2)_n$ halogen,  $(CH_2)_n$ CN,  $(CH_2)_nOR^7$ ,  $(CH_2)_nNRR^7$ ,  $(CH_2)_nC(O)R^7$ ,  $(CH_2)_nC(O)R^7$   $(CH_2)_nCH_3$ ,  $(CH_2)_nC(O)NRR^7$ ,  $(CH_2)_nSR^7$ , wherein  $R^7$  is  $(CH_2)_mN(R')_2$ ,  $C_1$ - $C_4$ alkyl, an optionally substituted 5- or 6-membered aryl, aralkyl, heteroaryl, or heteroaralkyl group, or R and  $R^7$ , taken together with the nitrogen atom to which they are bound form an optionally substituted 3-8-membered saturated or partially unsaturated ring having 1-3 heteroatoms selected from nitrogen, oxygen, or sulfur, n is 0 or 1, and m is 0 or 1.

37. The compound of claim 25, wherein compounds have one of formulas **II-A-ii**, **II-B-ii**, or **II-C-ii**, and one or more of the compound variables are defined as:

a)  $x$  is 0, 1, 2, or 3, and  $Q-R^5$  is  $CH_2$ halogen, halogen,  $CH_2CN$ ,  $CN$ ,  $CH_2CO_2R'$ ,  $CO_2R'$ ,  $CH_2COR'$ ,  $COR'$ ,  $R'$ ,  $CH_2NO_2$ ,  $NO_2$ ,  $CH_2OR'$ ,  $OR'$ ,  $CH_2SR'$ ,  $SR'$ , haloalkyl,  $CH_2SO_2N(R')_2$ ,  $SO_2N(R')_2$ ,  $CH_2N(R')_2$ ,  $N(R')_2$ ,  $NHCOR'$ ,  $CH_2NHCOR'$ ,  $CH_2PO(OR')_2$ ,  $PO(OR')_2$ , or  $Q-R^5$ , taken together with the atoms to which they are bound, form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-8-membered ring having 0-3 heteroatoms selected from nitrogen, oxygen, or sulfur;

b)  $R^1$  and  $R^2$  are each independently hydrogen,  $N(R)_2$ ,  $SR$ ,  $OR$ , or  $TR$ , or  $R^1$  and  $R^2$ , taken together form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-membered ring having 0-2 heteroatoms independently selected from N, O, or S; and

c)  $R^4$  is  $(CH_2)_n$ halogen,  $(CH_2)_nCN$ ,  $(CH_2)_nOR^7$ ,  $(CH_2)_nNRR^7$ ,  $(CH_2)_nC(O)R^7$ ,  $(CH_2)_nC(O)R^7(CH_2)_nCH_3$ ,  $(CH_2)_nC(O)NRR^7$ ,  $(CH_2)_nSR^7$ , wherein  $R^7$  is  $(CH_2)_mN(R')_2$ ,  $C_1$ - $C_4$ alkyl, an optionally substituted 5- or 6-membered aryl, aralkyl, heteroaryl, or heteroaralkyl group, or  $R$  and  $R^7$ , taken together with the nitrogen atom to which they are bound form an optionally substituted 3-8-membered saturated or partially unsaturated ring having 1-3 heteroatoms selected from nitrogen, oxygen, or sulfur,  $n$  is 0 or 1, and  $m$  is 0 or 1.

38. The compound of claim 25, wherein compounds have formula **II-E-i**, and one or more of the compound variables are defined as:

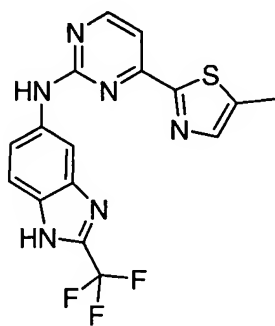
a)  $x$  is 0, 1, 2, or 3, and  $Q-R^5$  is  $CH_2$ halogen, halogen,  $CH_2CN$ ,  $CN$ ,  $CH_2CO_2R'$ ,  $CO_2R'$ ,  $CH_2COR'$ ,  $COR'$ ,  $R'$ ,  $CH_2NO_2$ ,  $NO_2$ ,  $CH_2OR'$ ,  $OR'$ ,  $CH_2SR'$ ,  $SR'$ , haloalkyl,  $CH_2SO_2N(R')_2$ ,  $SO_2N(R')_2$ ,  $CH_2N(R')_2$ ,  $N(R')_2$ ,  $NHCOR'$ ,  $CH_2NHCOR'$ ,  $CH_2PO(OR')_2$ ,  $PO(OR')_2$ , or  $Q-R^5$ , taken together with the atoms to which they are bound, form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-8-membered ring having 0-3 heteroatoms selected from nitrogen, oxygen, or sulfur;

b)  $R^1$  and  $R^2$  are each independently hydrogen,  $N(R)_2$ ,  $SR$ ,  $OR$ , or  $TR$ , or  $R^1$  and  $R^2$ , taken together form an optionally substituted saturated, partially unsaturated, or fully

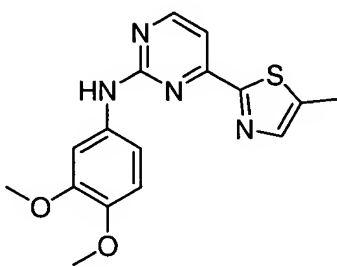
unsaturated 5-membered ring having 0-2 heteroatoms independently selected from N, O, or S;  
and

c) q is 0, 1, or 2, and each occurrence of Y-R<sup>8</sup> is independently methyl, ethyl, t-butyl, fluoro, chloro, bromo, oxo, CF<sub>3</sub>, OMe, OEt, CN, SO<sub>2</sub>Me, SO<sub>2</sub>NH<sub>2</sub>, NH<sub>2</sub>, NHMe, N(Me)<sub>2</sub>, SMe, SEt, OH, C(O)Me, NO<sub>2</sub>, or CH<sub>2</sub>OH.

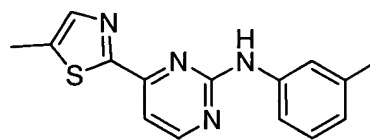
39. The compound of claim 1, selected from:



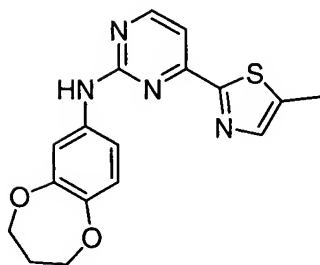
**I-1**



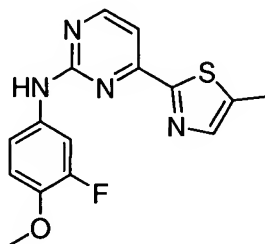
**I-2**



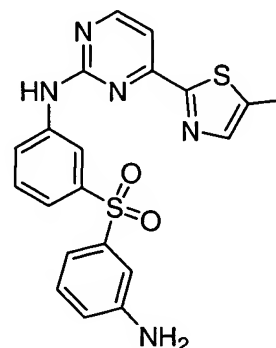
**I-3**



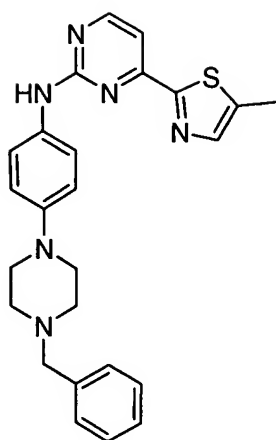
**I-4**



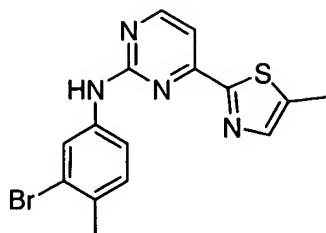
**I-5**



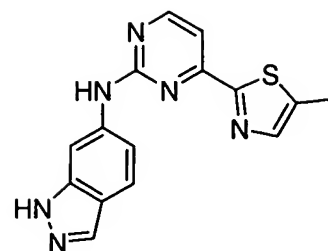
**I-6**



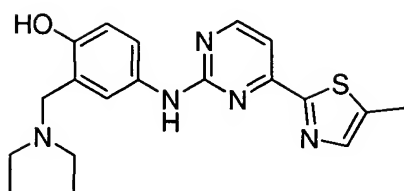
**I-7**



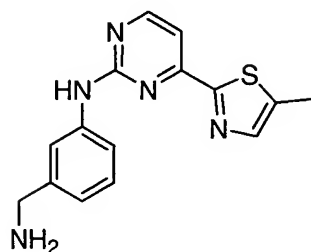
**I-8**



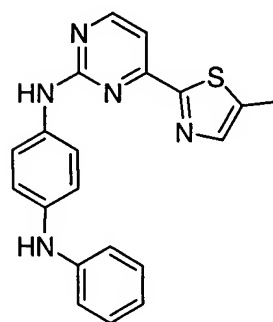
**I-9**



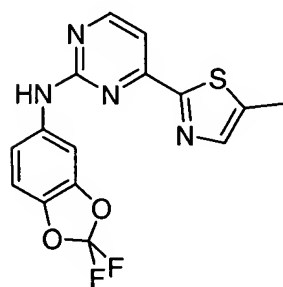
**I-10**



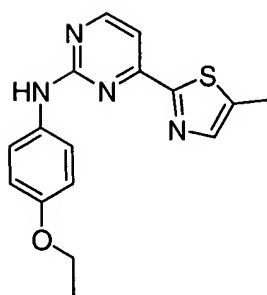
**I-11**



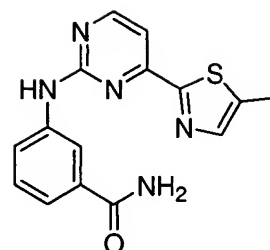
**I-12**



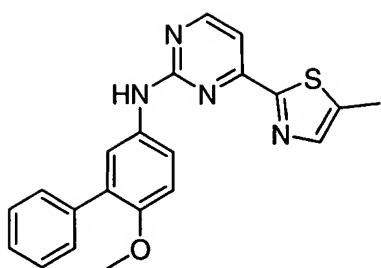
**I-13**



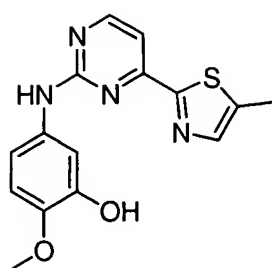
**I-14**



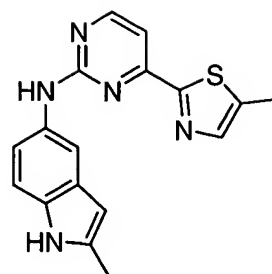
**I-15**



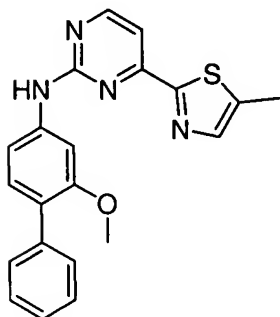
**I-16**



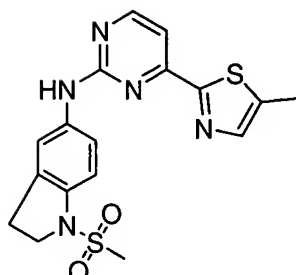
**I-17**



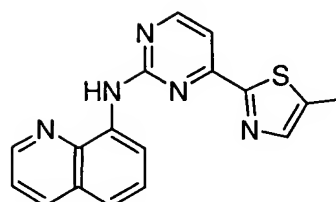
**I-18**



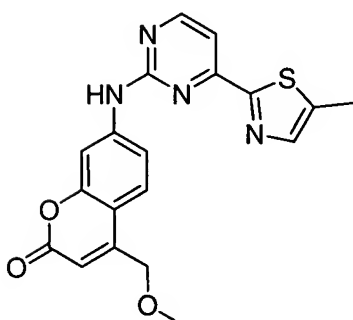
**I-9**



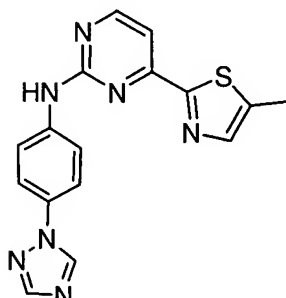
**I-20**



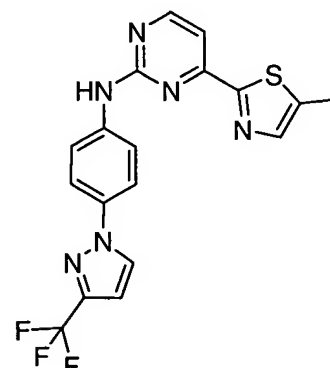
**I-21**



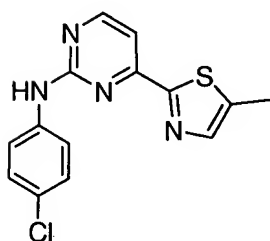
**I-22**



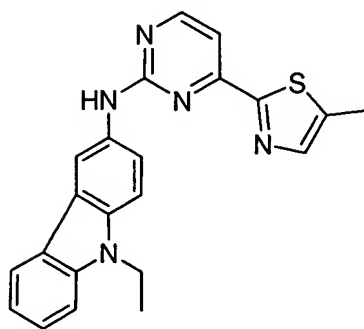
**I-23**



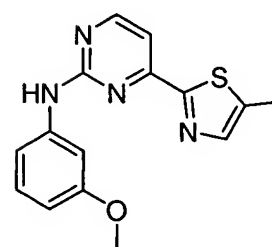
**I-24**



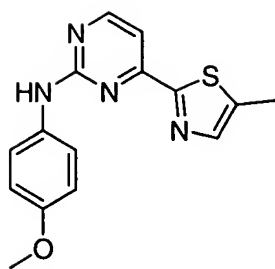
**I-25**



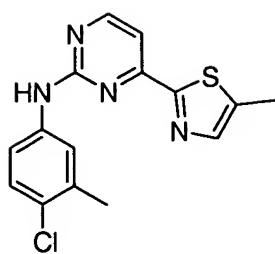
**I-26**



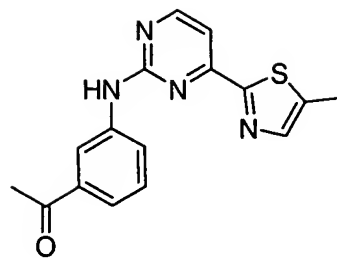
**I-27**



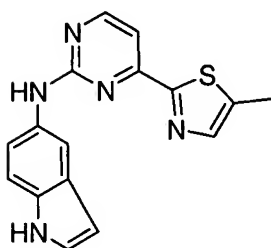
**I-28**



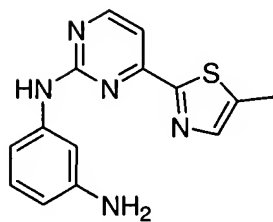
**I-29**



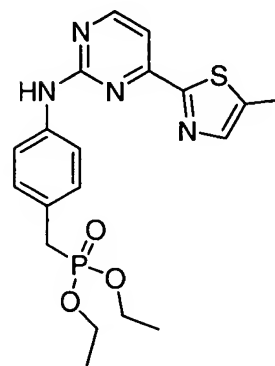
**I-30**



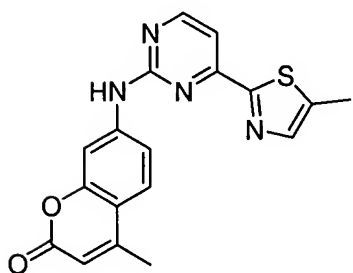
**I-31**



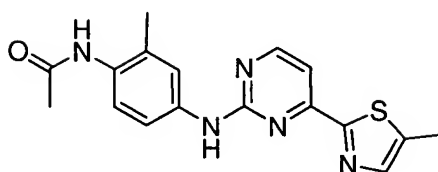
**I-32**



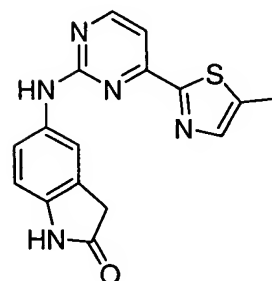
**I-33**



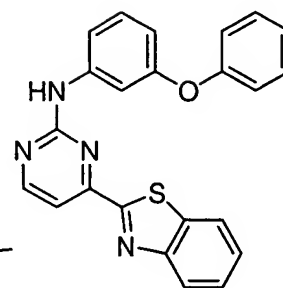
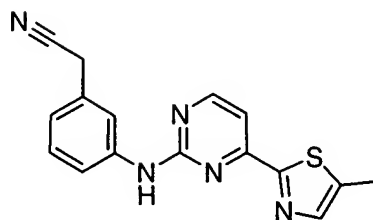
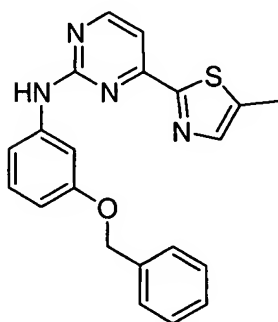
**I-34**

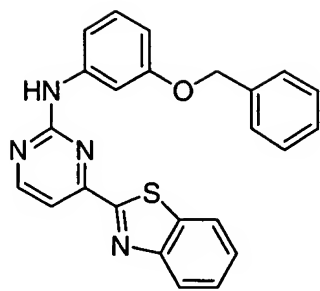
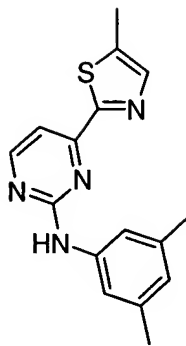
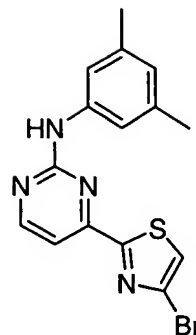
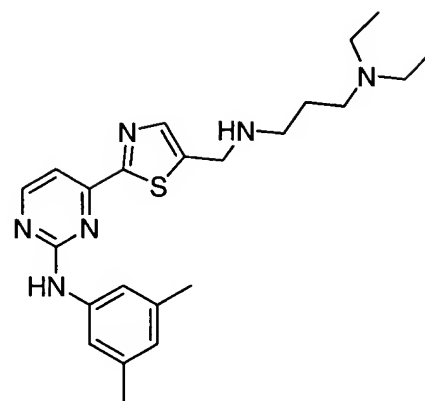
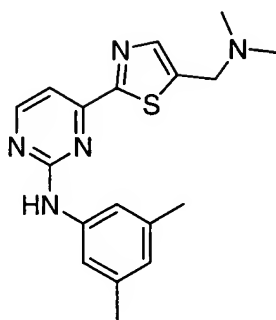
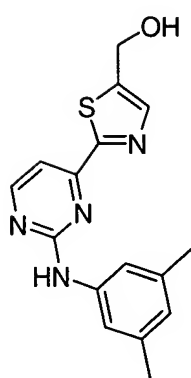
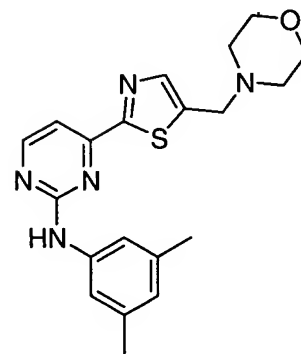
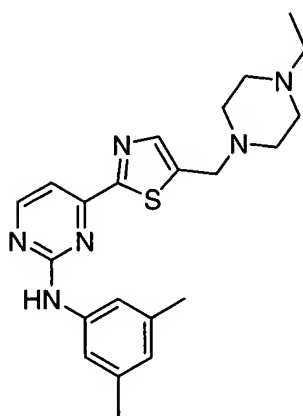
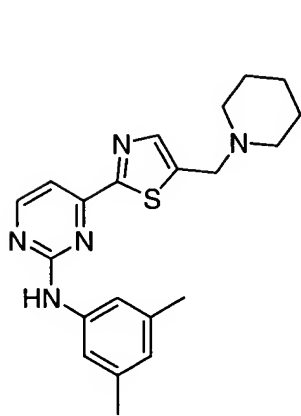


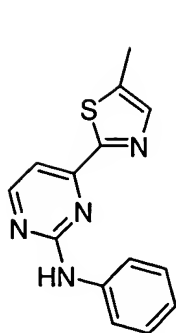
**I-35**



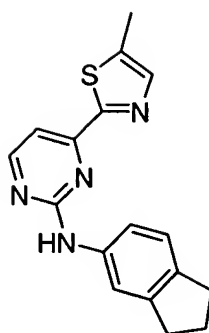
**I-36**



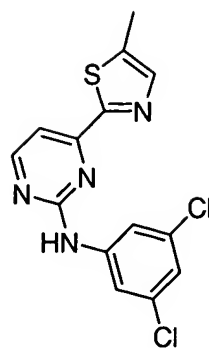
**I-37****I-38****I-39****I-40****I-41****I-42****I-43****I-44****I-45****I-46****I-47****I-48**



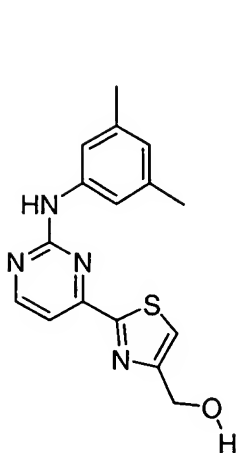
**I-49**



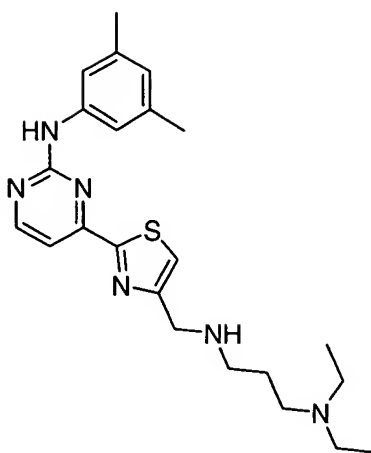
**I-50**



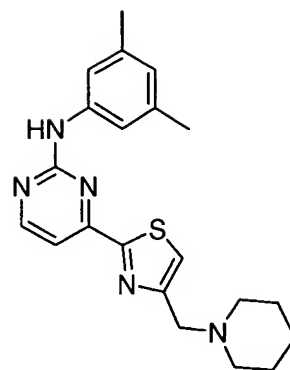
**I-51**



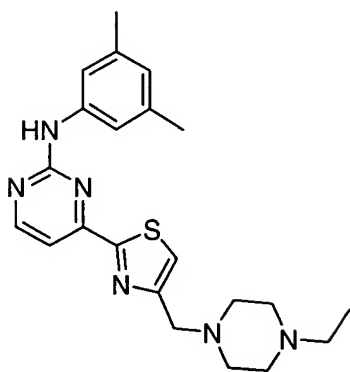
**I-52**



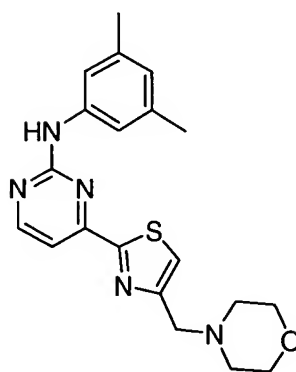
**I-53**



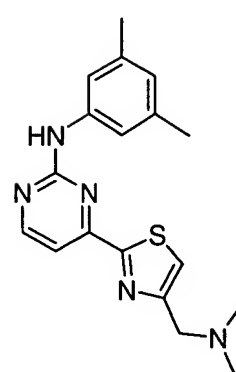
**I-54**



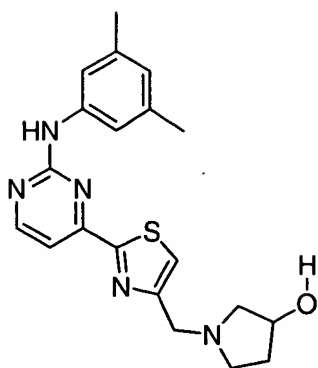
**I-55**



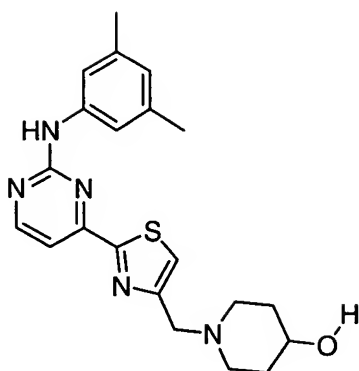
**I-56**



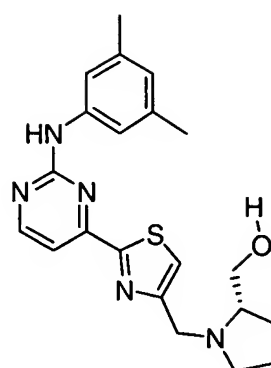
**I-57**



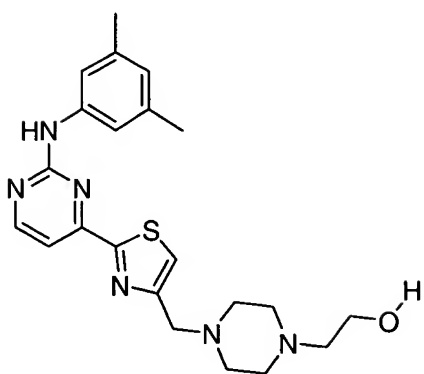
**I-58**



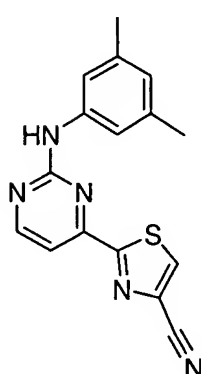
**I-59**



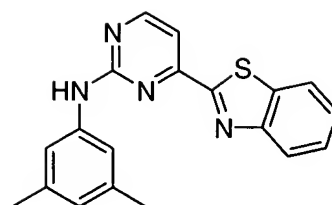
**I-60**



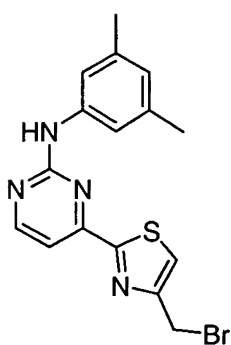
**I-61**



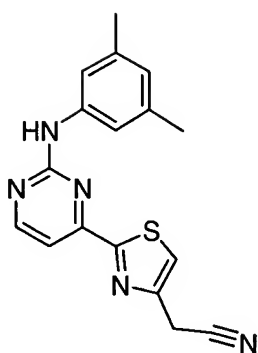
**I-62**



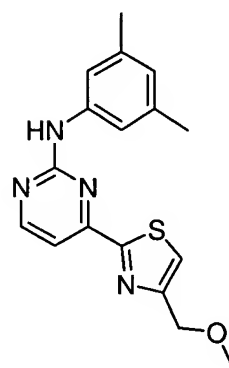
**I-63**



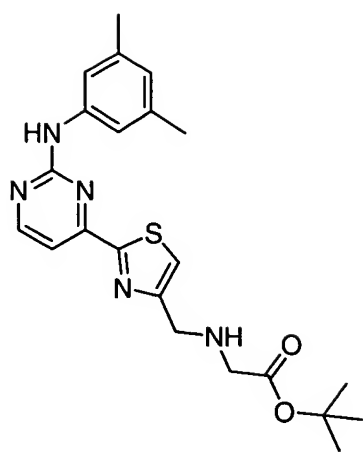
**I-64**



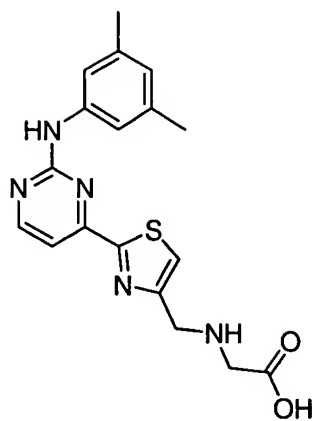
**I-65**



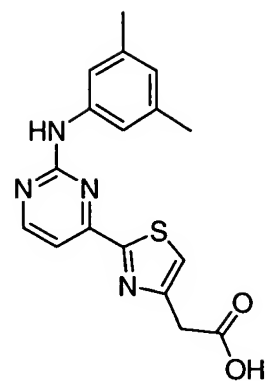
**I-66**



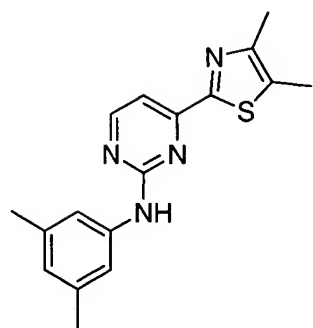
I-67



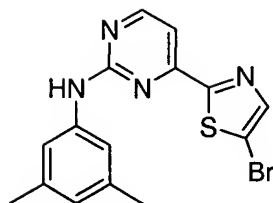
I-68



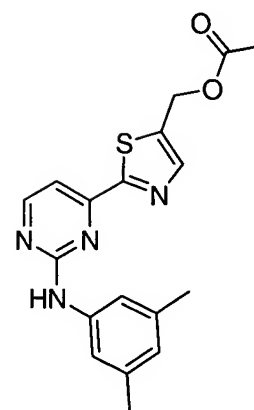
I-69



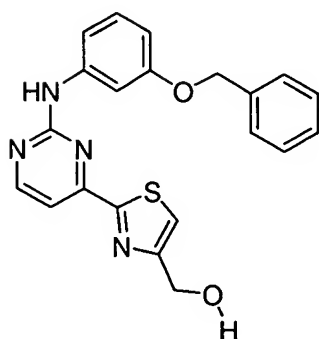
I-70



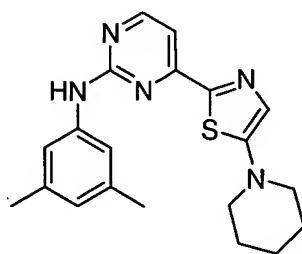
I-71



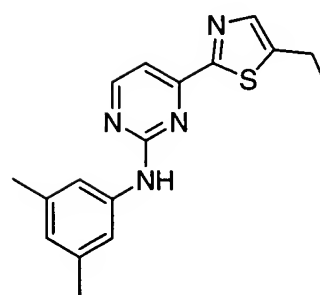
I-72



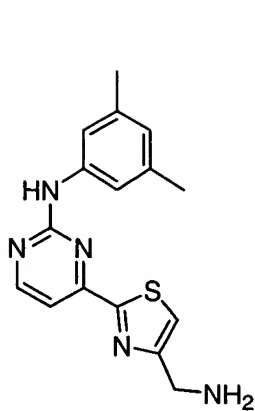
I-73



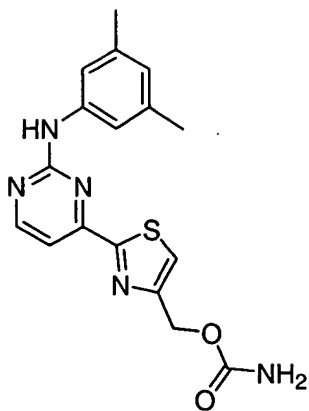
I-74



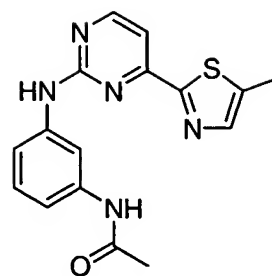
I-75



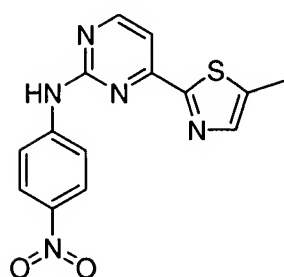
**I-76**



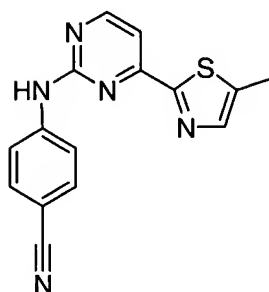
**I-77**



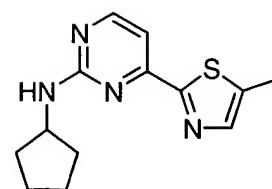
**I-78**



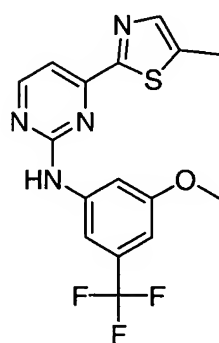
**I-79**



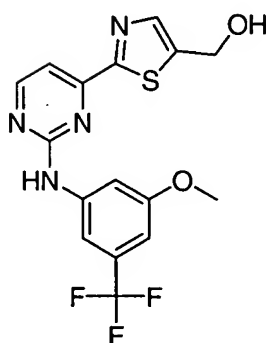
**I-80**



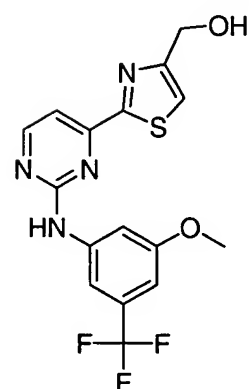
**I-81**



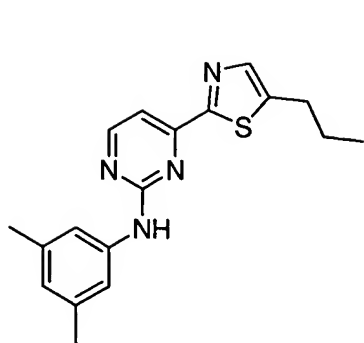
**I-82**



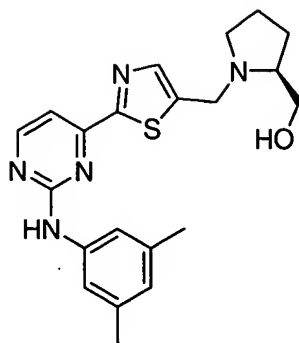
**I-83**



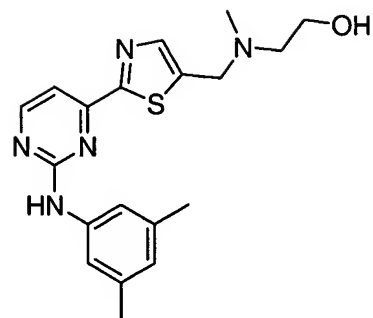
**I-84**



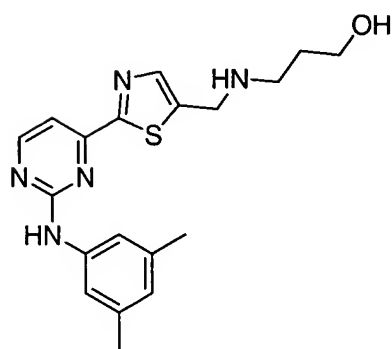
**I-85**



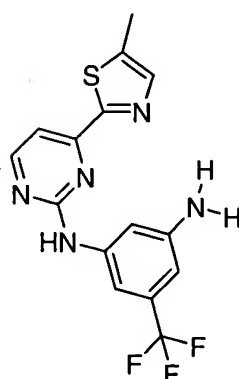
**I-86**



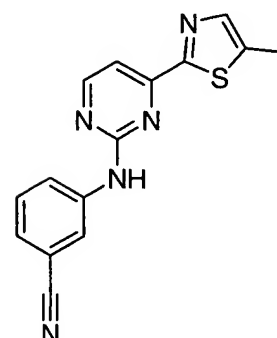
**I-87**



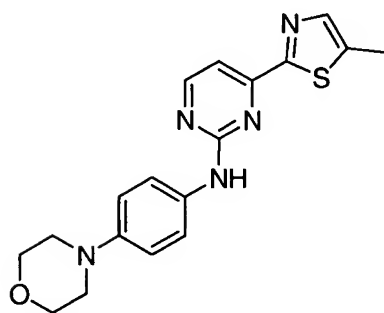
**I-88**



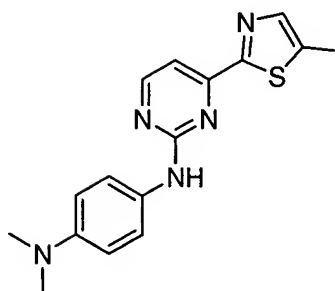
**I-89**



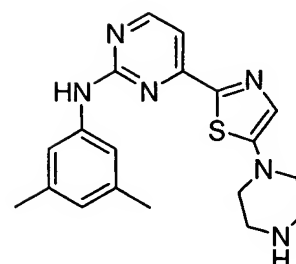
**I-90**



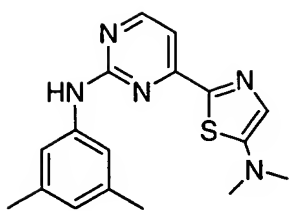
**I-91**



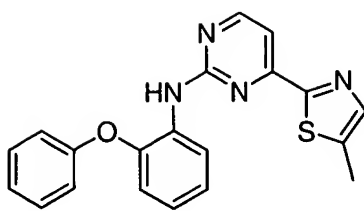
**I-92**



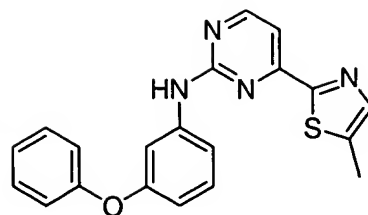
**I-93**



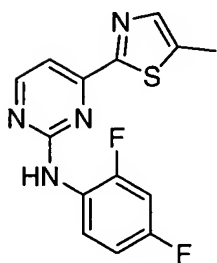
**I-94**



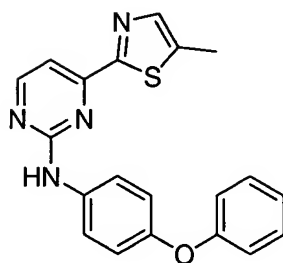
**I-95**



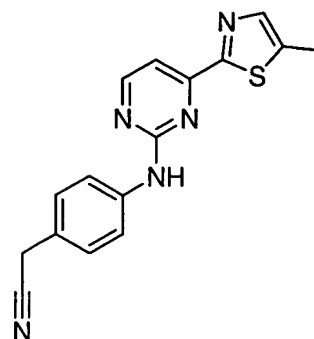
**I-96**



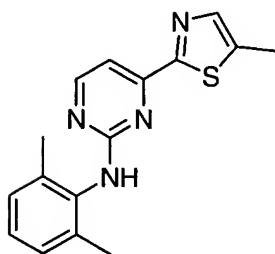
**I-97**



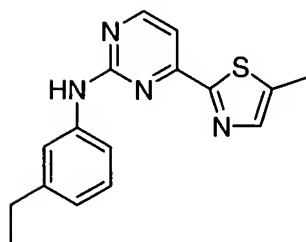
**I-98**



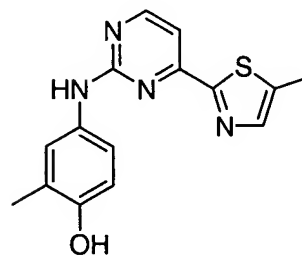
**I-99**



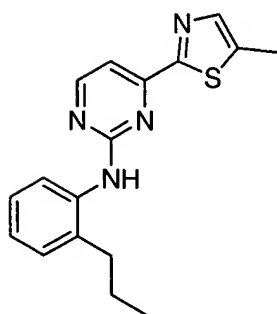
**I-100**



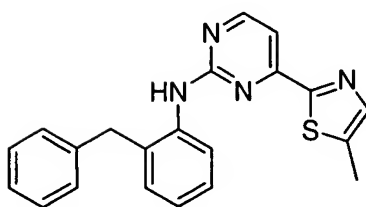
**I-101**



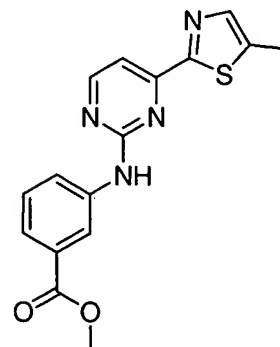
**I-102**



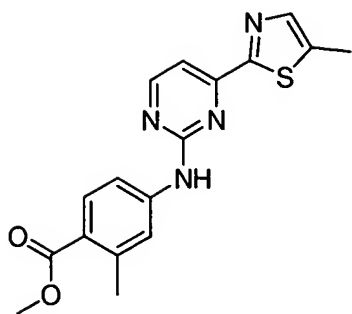
**I-103**



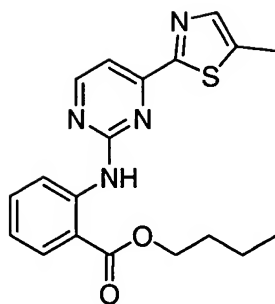
**I-104**



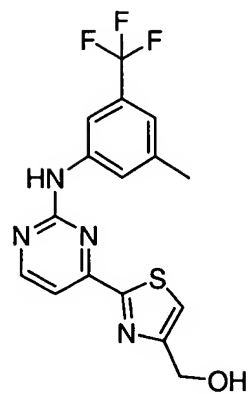
**I-105**



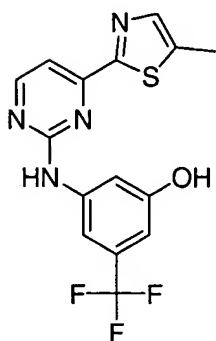
**I-106**



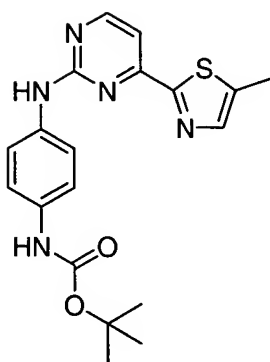
**I-107**



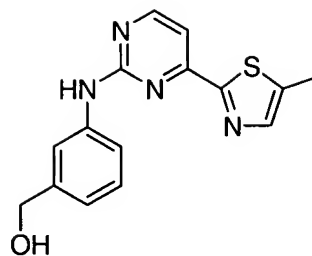
**I-108**



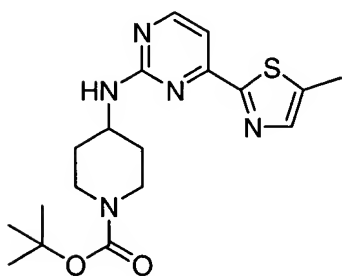
**I-109**



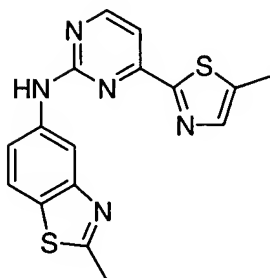
**I-110**



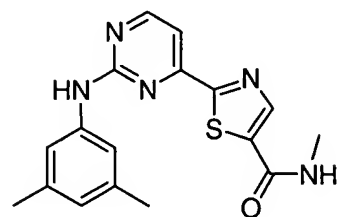
**I-111**



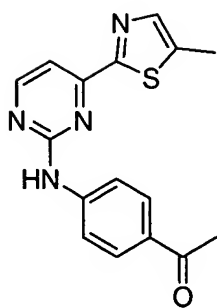
**I-113**



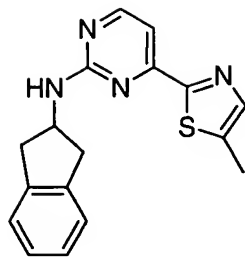
**I-114**



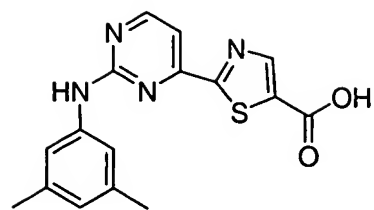
**I-115**



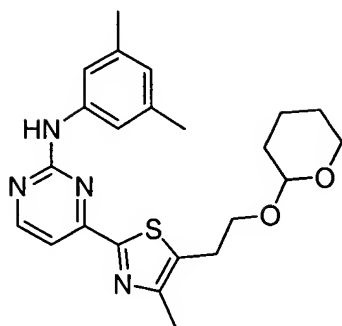
**I-116**



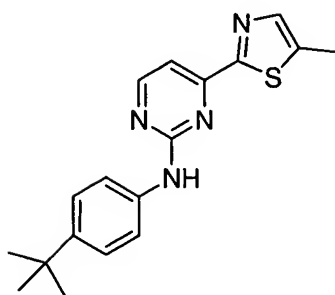
**I-117**



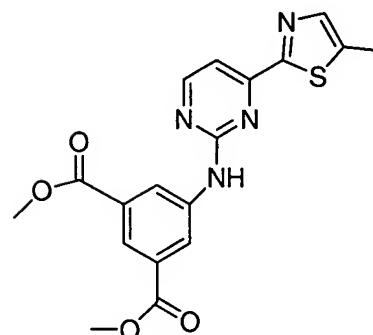
**I-118**



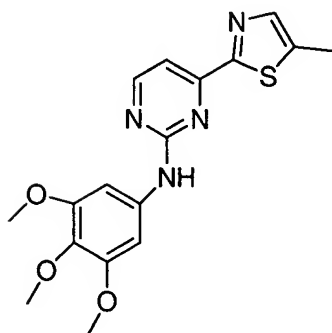
**I-119**



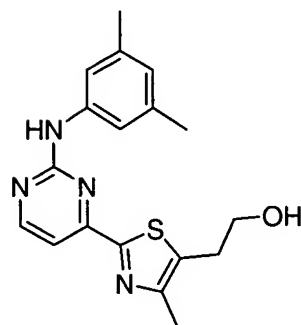
**I-120**



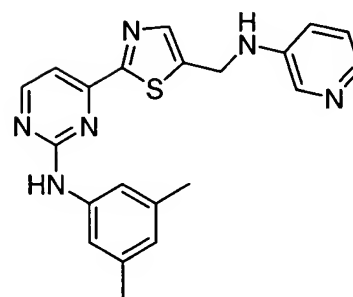
**I-121**



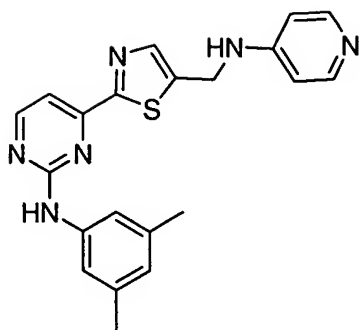
**I-122**



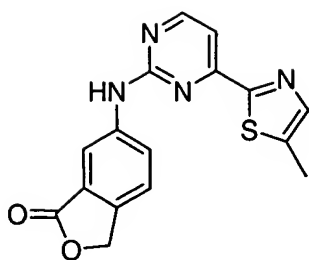
**I-123**



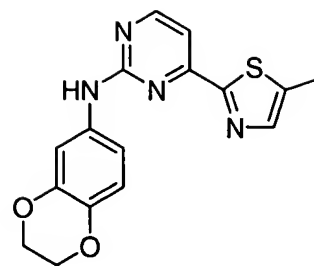
**I-124**



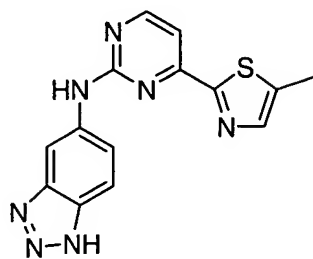
**I-125**



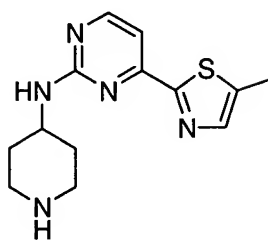
**I-126**



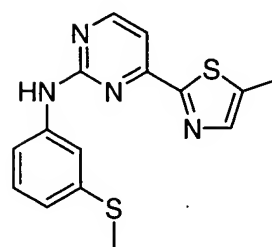
**I-127**



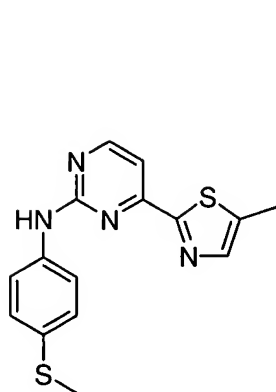
**I-128**



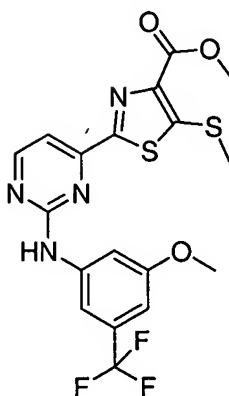
**I-129**



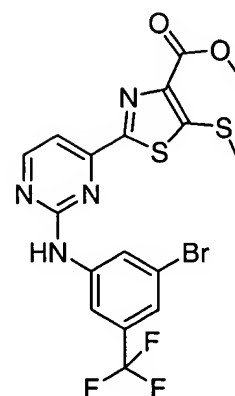
**I-130**



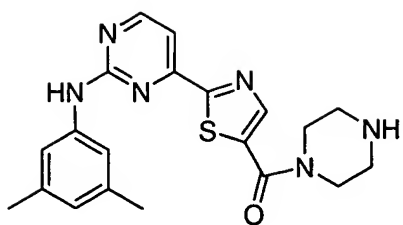
**I-131**



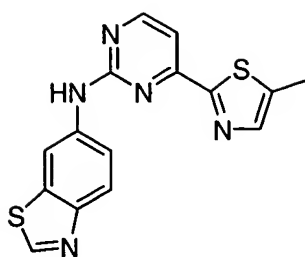
**I-132**



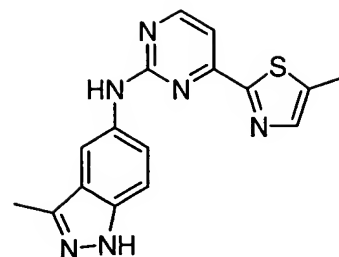
**I-133**



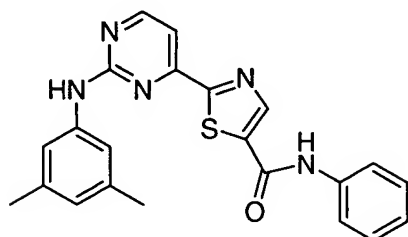
**I-134**



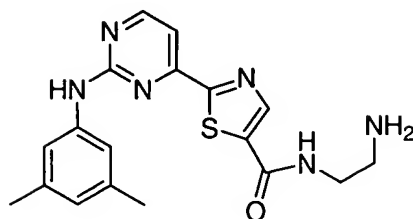
**I-135**



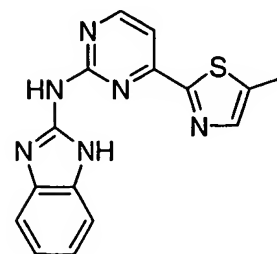
**I-136**



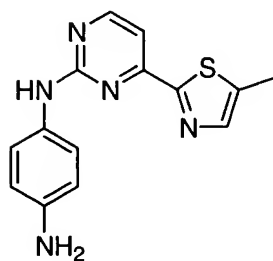
**I-137**



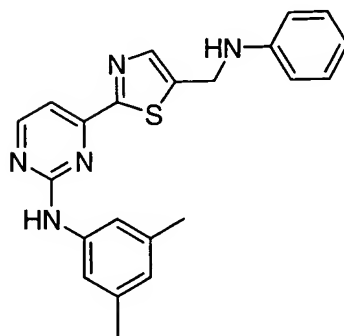
**I-138**



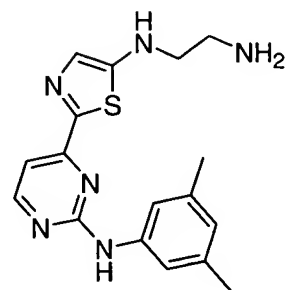
**I-139**



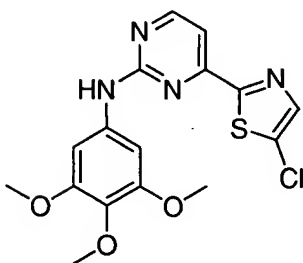
**I-140**



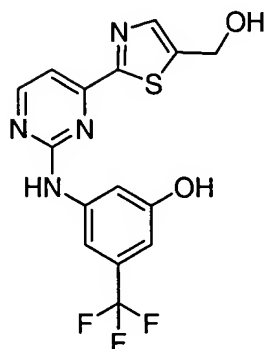
**I-141**



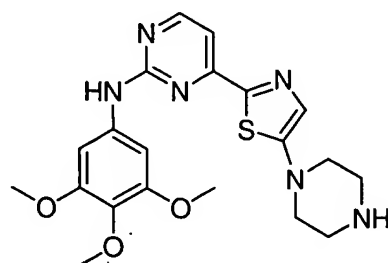
**I-142**



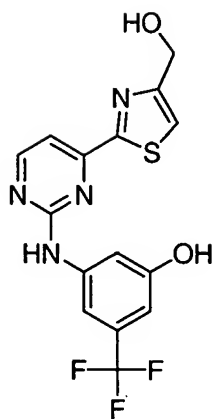
**I-143**



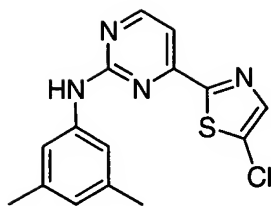
**I-144**



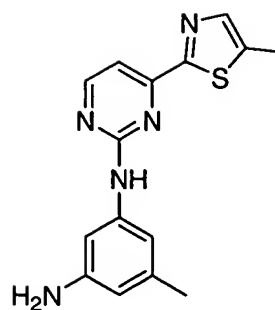
**I-145**



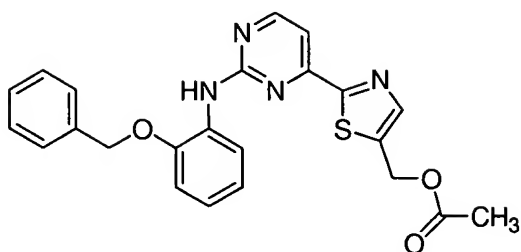
**I-146**



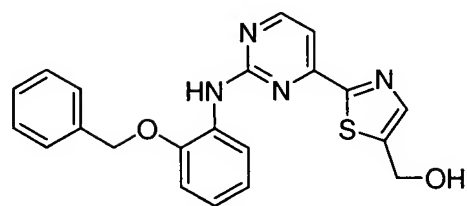
**I-147**



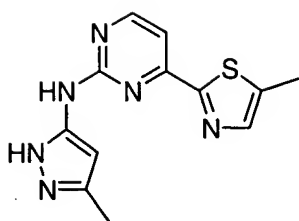
**I-148**



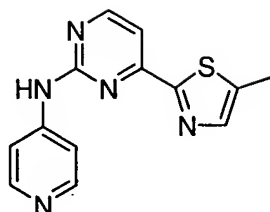
**I-149**



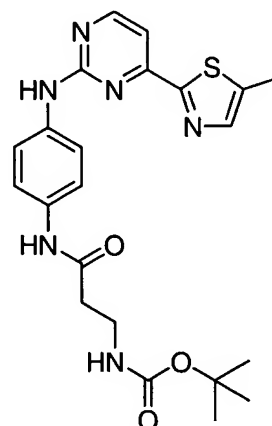
**I-150**



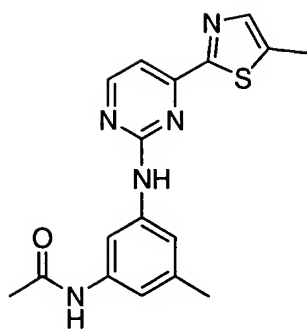
**I-151**



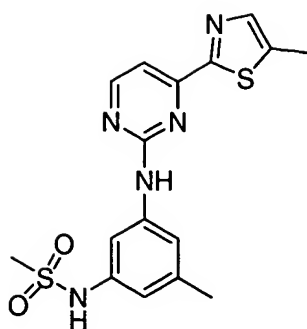
**I-152**



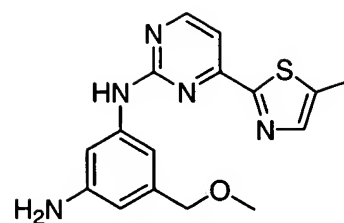
**I-153**



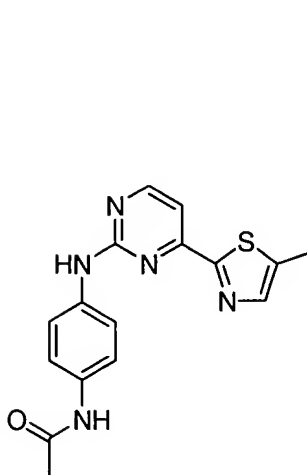
**I-154**



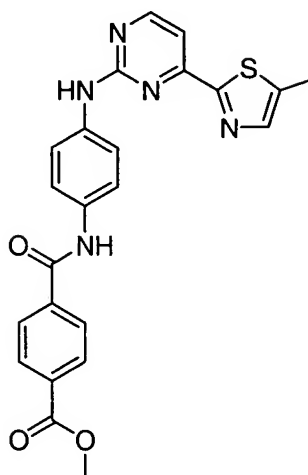
**I-155**



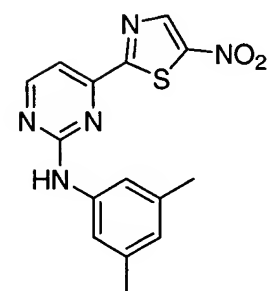
**I-156**



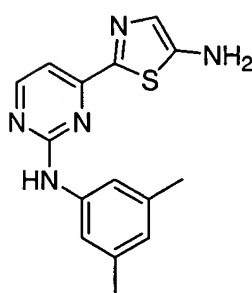
**I-157**



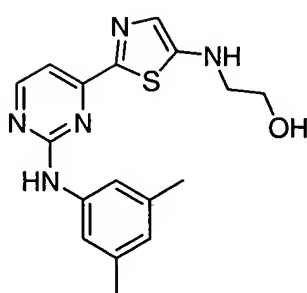
**I-158**



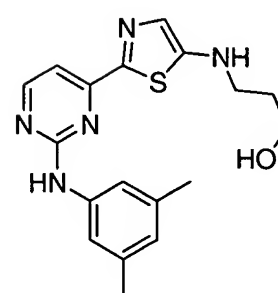
**I-159**



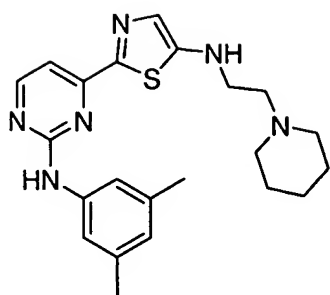
**I-160**



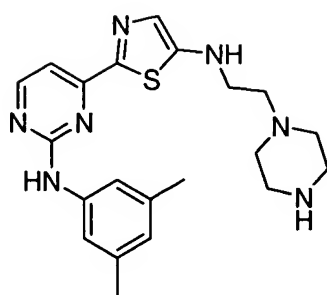
**I-161**



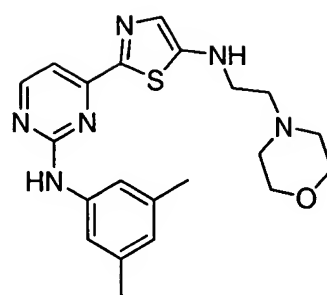
**I-162**



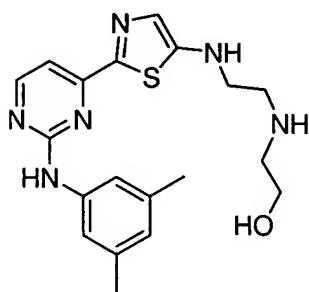
**I-163**



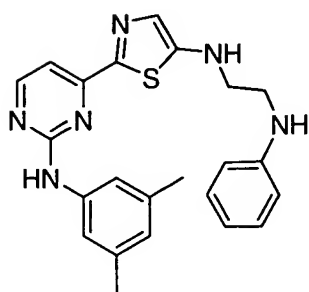
**I-164**



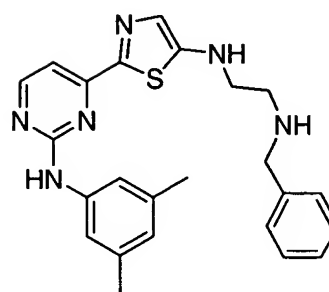
**I-165**



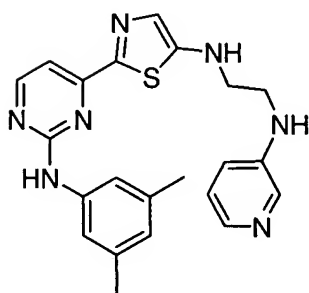
**I-166**



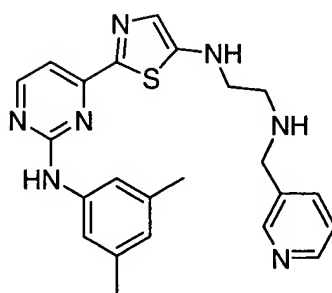
**I-167**



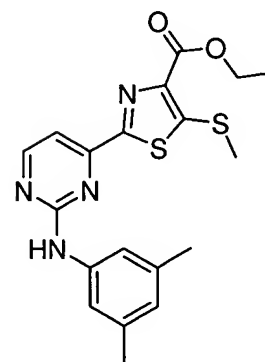
**I-168**



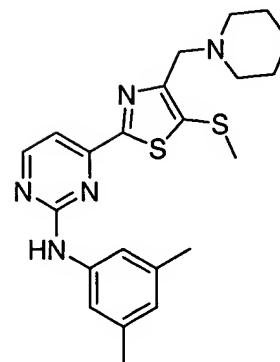
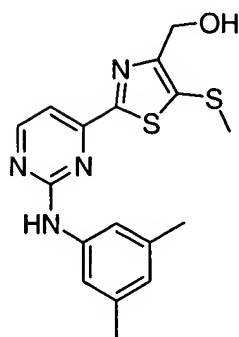
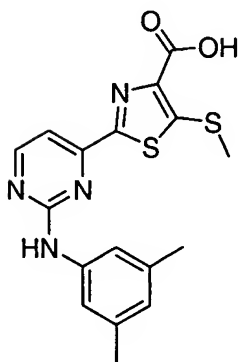
**I-169**

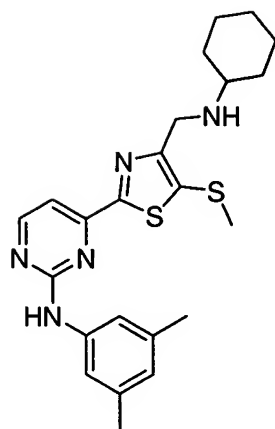
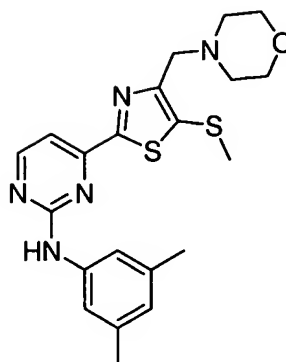
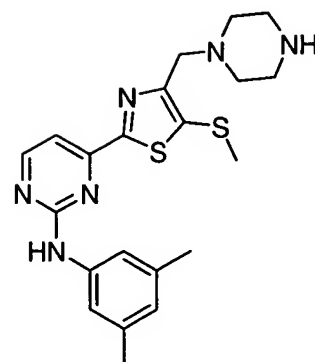
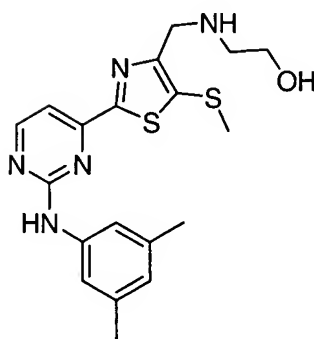
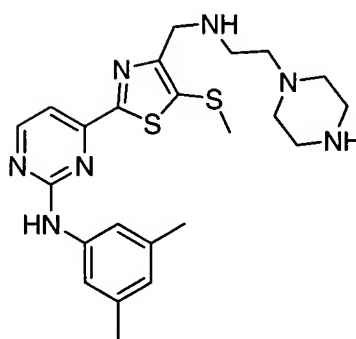
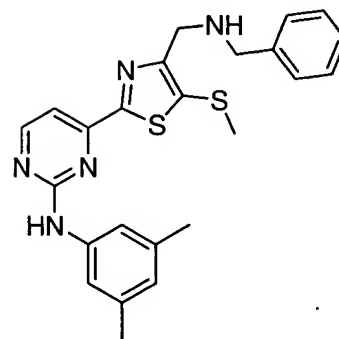
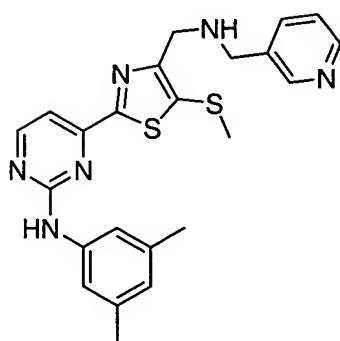
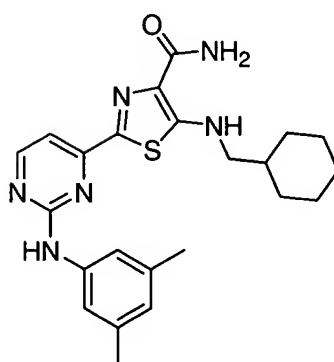
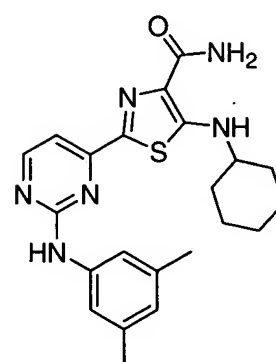


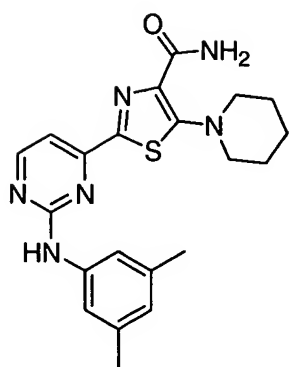
**I-170**



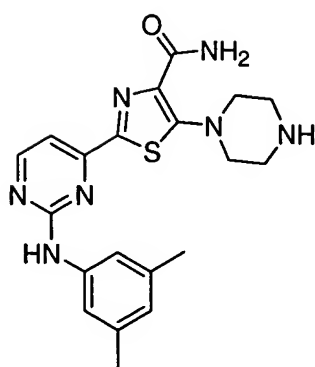
**I-171**



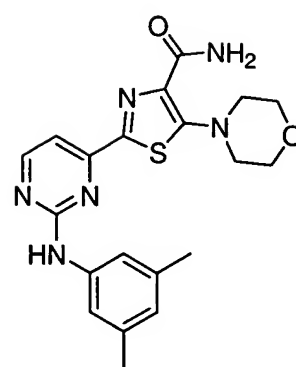
**I-172****I-173****I-174****I-175****I-176****I-177****I-178****I-179****I-180****I-181****I-182****I-183**



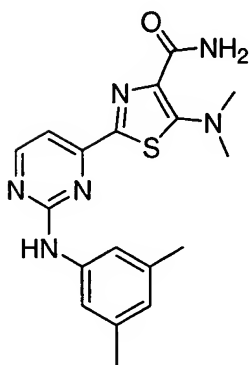
**I-184**



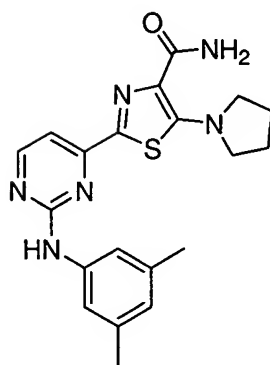
**I-185**



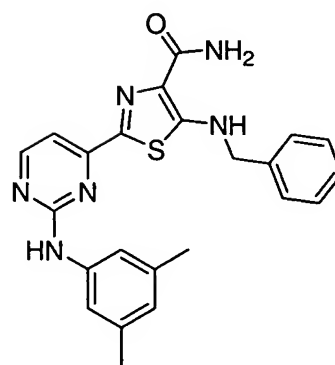
**I-186**



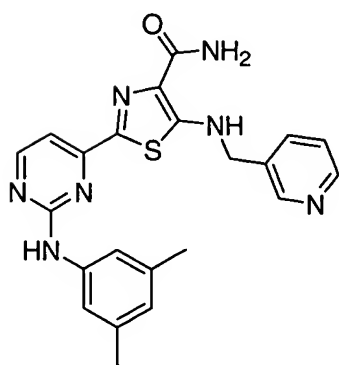
**I-187**



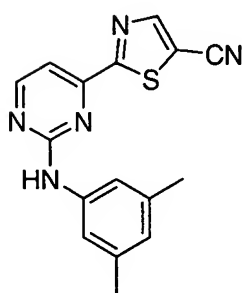
**I-188**



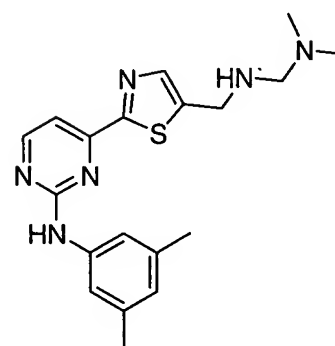
**I-189**



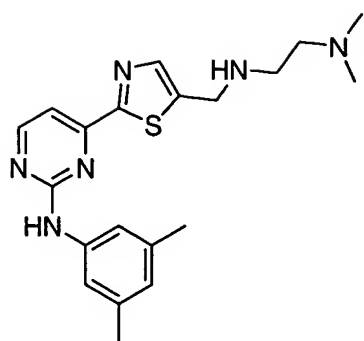
**I-190**



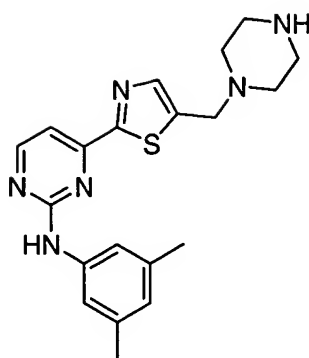
**I-191**



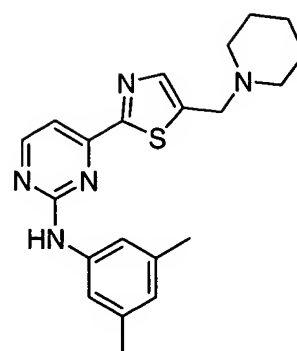
**I-192**



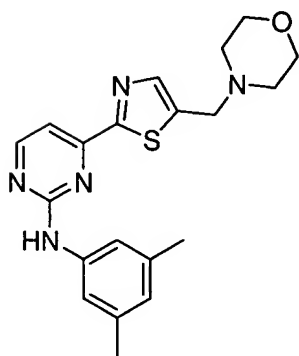
**I-193**



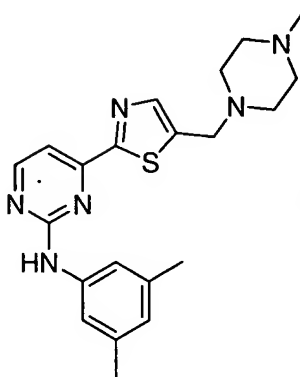
**I-194**



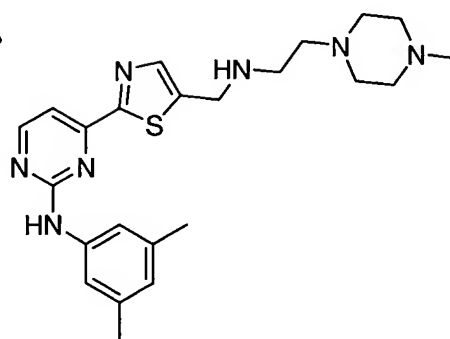
**I-195**



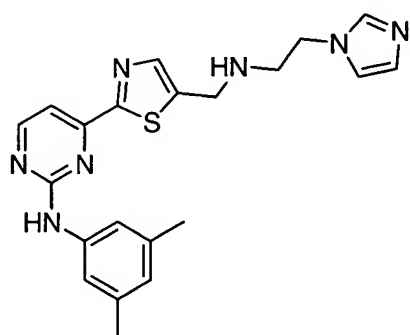
**I-196**



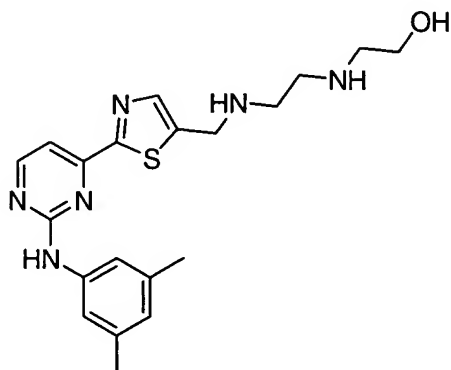
**I-197**



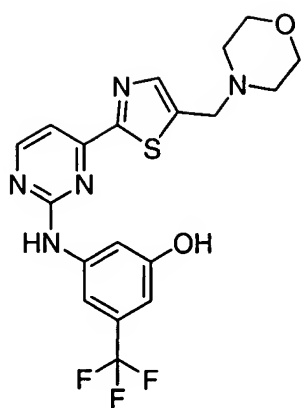
**I-198**



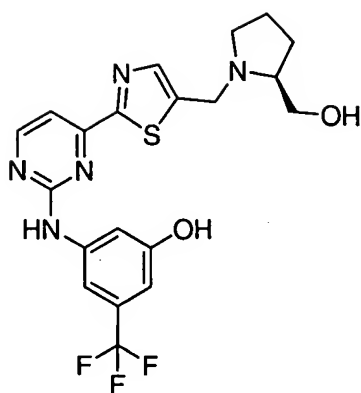
**I-199**



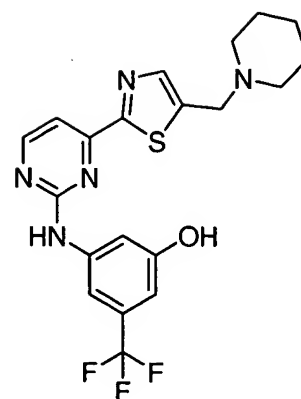
**I-200**



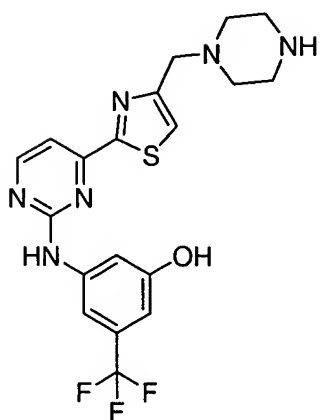
**I-201**



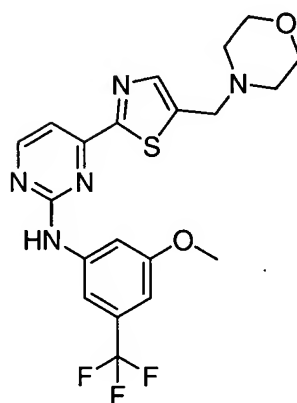
**I-202**



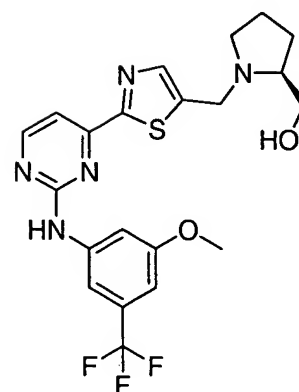
**I-203**



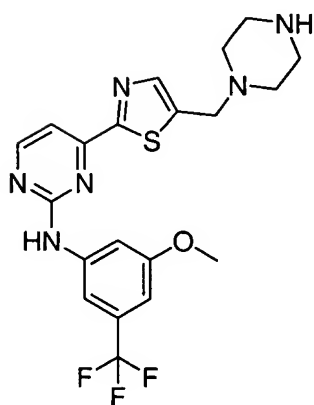
**I-204**



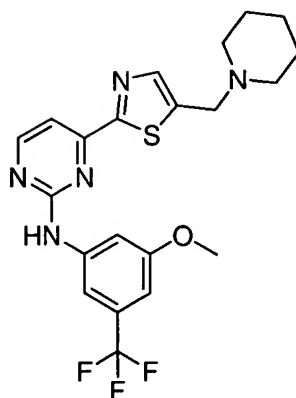
**I-205**



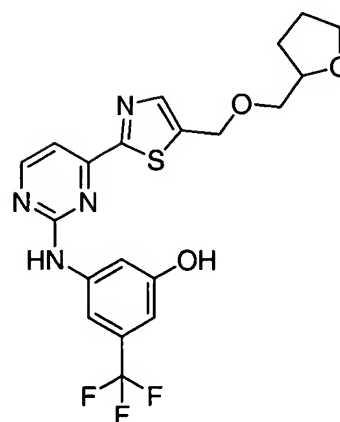
**I-206**



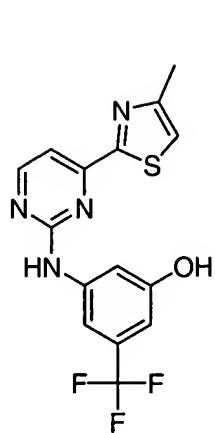
**I-207**



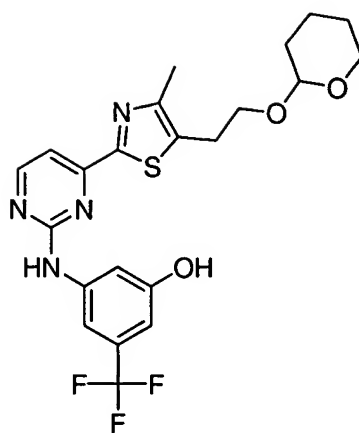
**I-208**



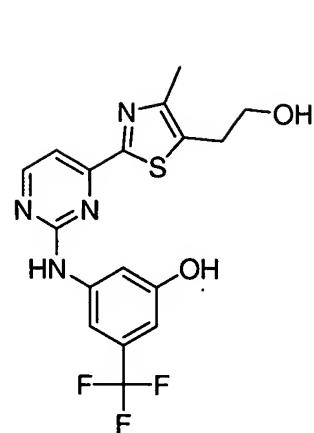
**I-209**



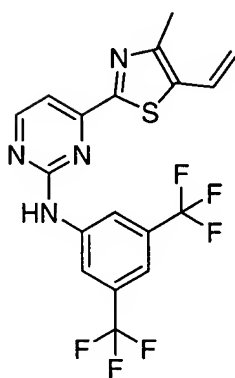
**I-210**



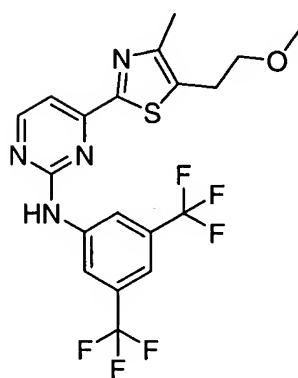
**I-211**



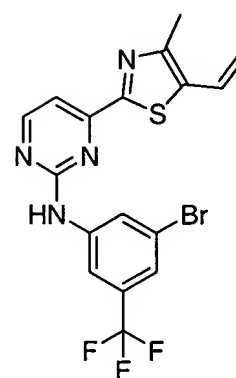
**I-212**



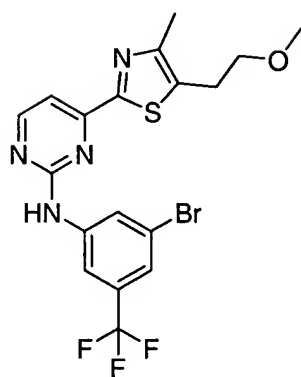
**I-213**



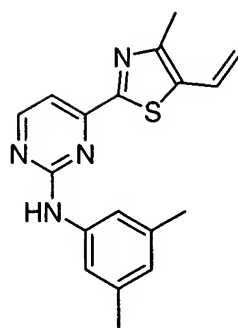
**I-214**



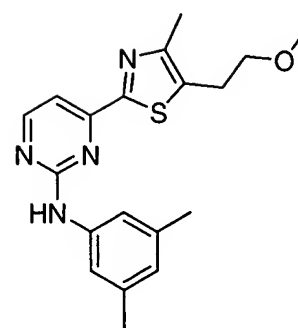
**I-215**



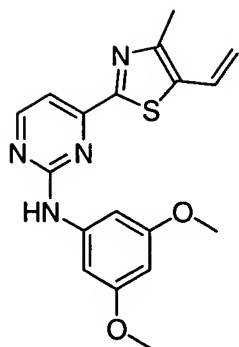
**I-216**



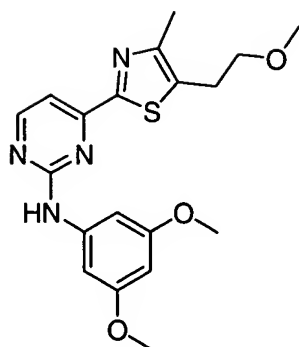
**I-217**



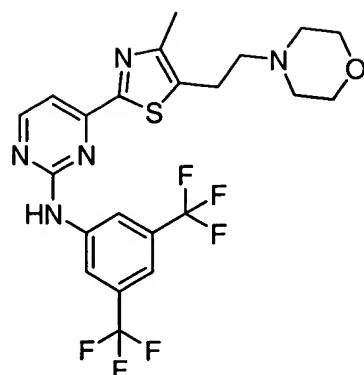
**I-218**



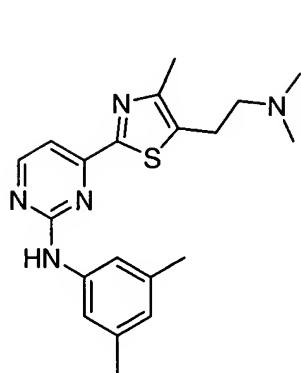
**I-219**



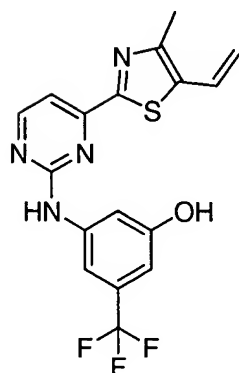
**I-220**



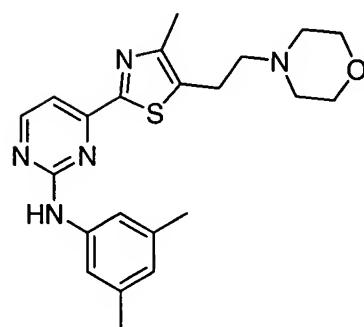
**I-221**



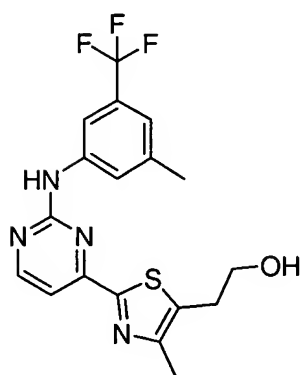
**I-222**



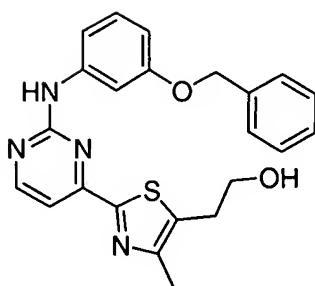
**I-223**



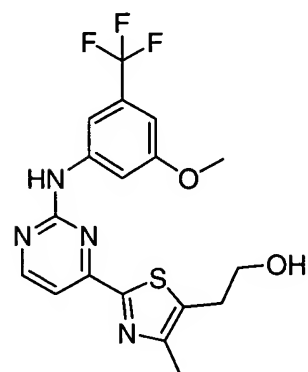
**I-224**



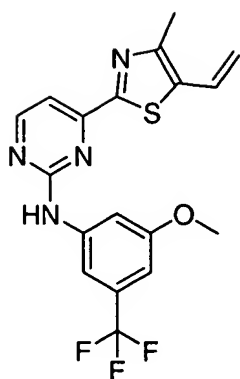
**I-225**



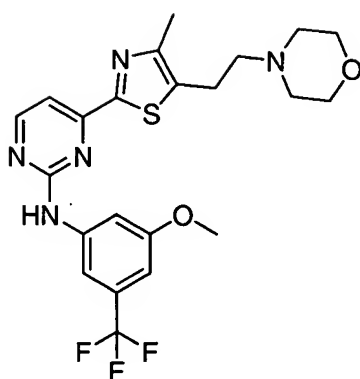
**I-226**



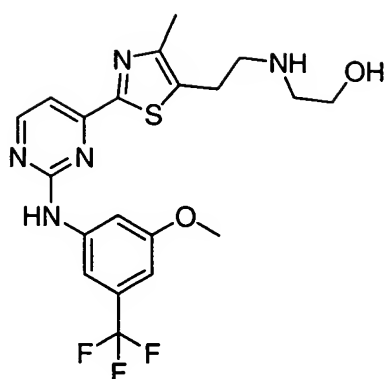
**I-227**



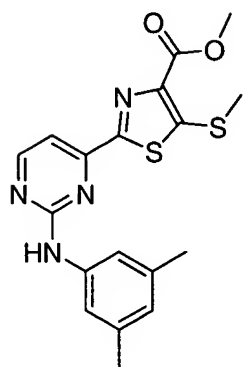
**I-228**



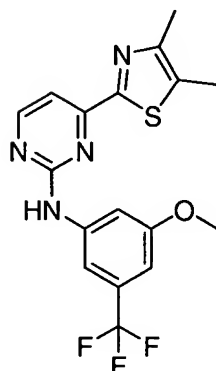
**I-229**



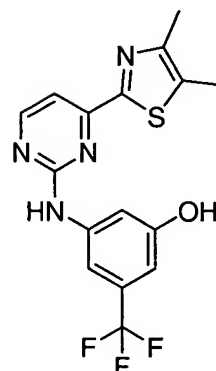
**I-230**



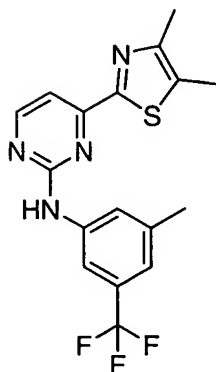
**I-231**



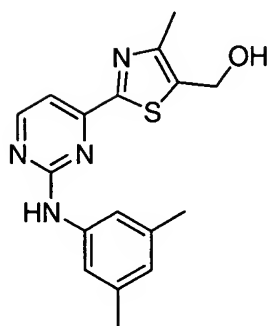
**I-232**



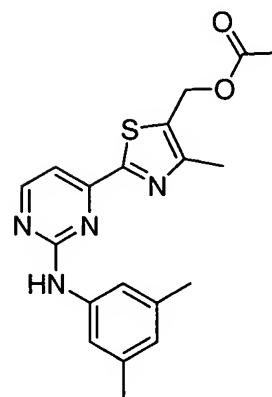
**I-233**



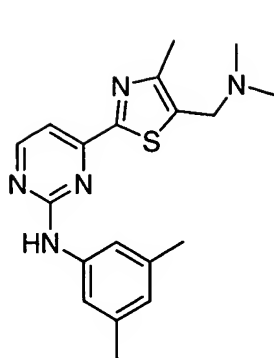
**I-234**



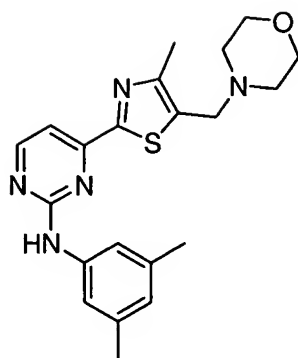
**I-235**



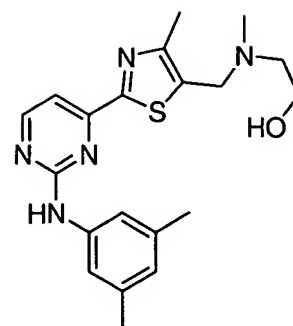
**I-236**



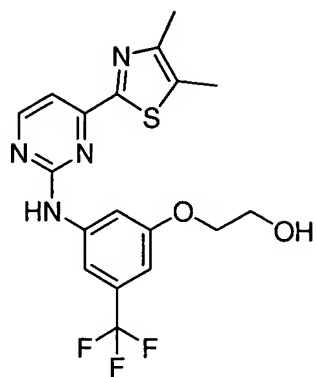
**I-237**



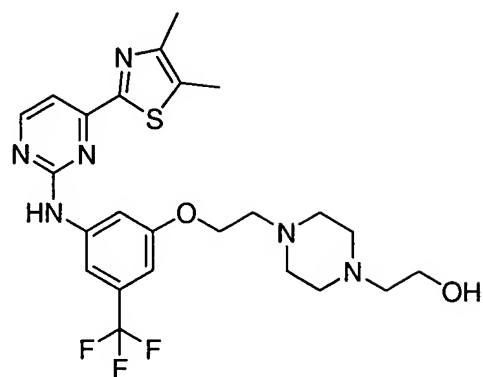
**I-238**



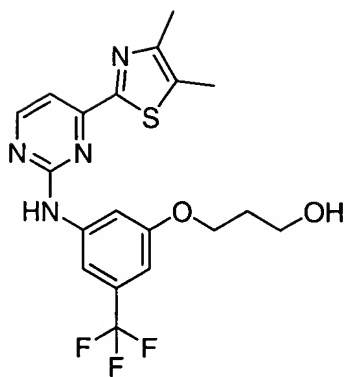
**I-239**



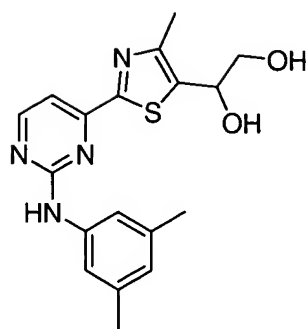
**I-240**



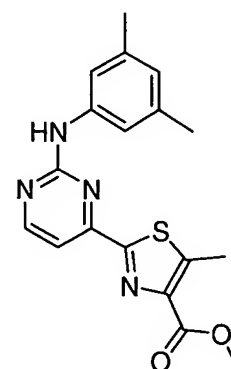
**I-241**



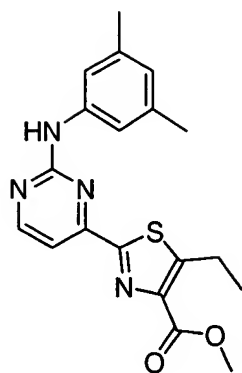
**I-242**



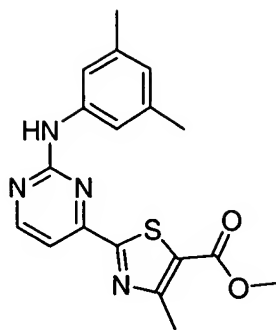
**I-243**



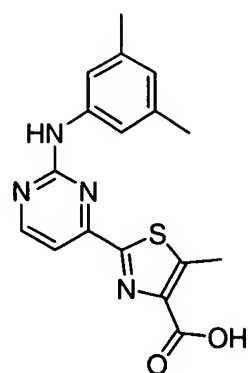
**I-244**



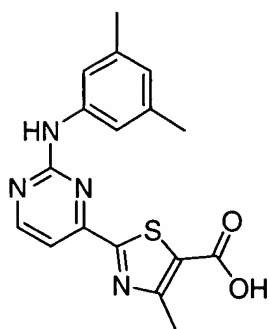
**I-245**



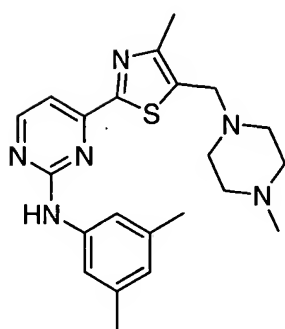
**I-246**



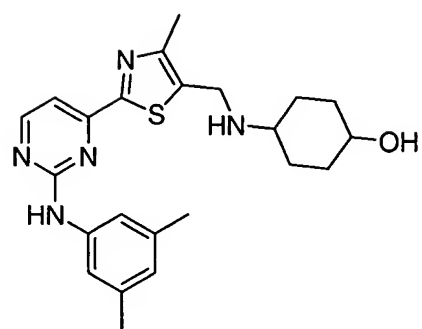
**I-247**



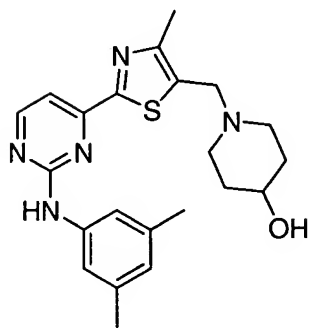
**I-248**



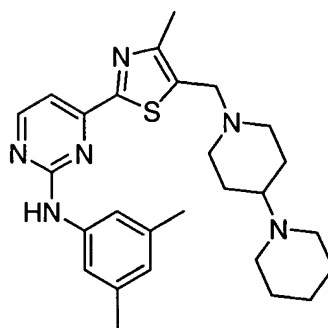
**I-249**



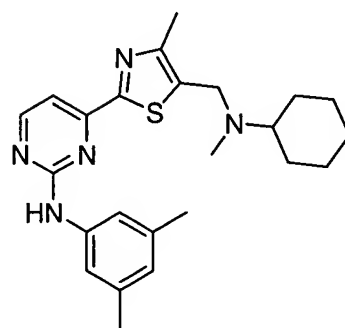
**I-250**



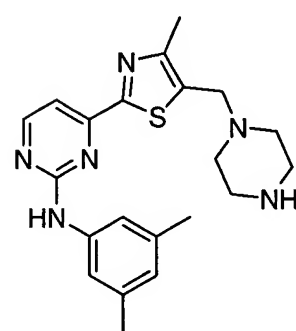
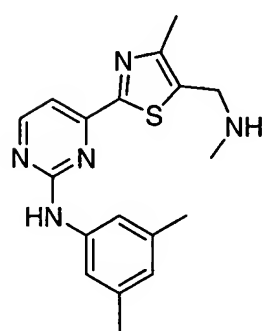
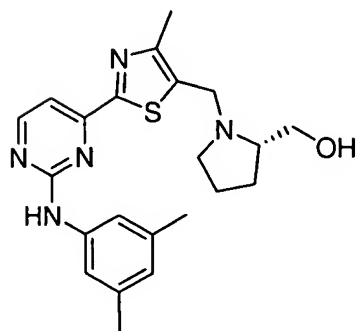
**I-251**



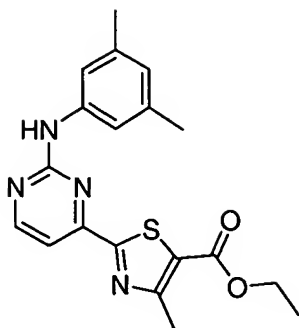
**I-252**



**I-253**

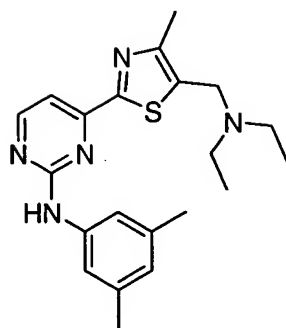


**I-254**



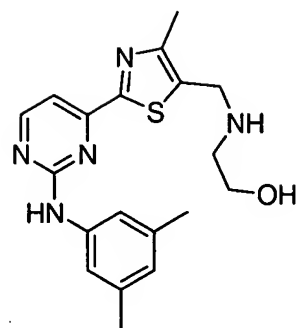
**I-257**

**I-255**

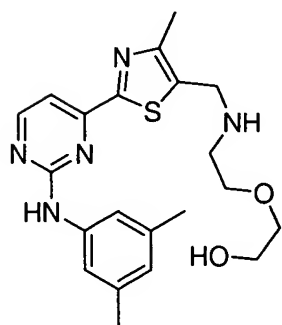


**I-258**

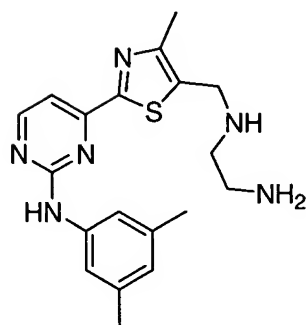
**I-256**



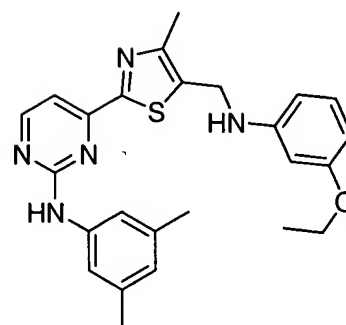
**I-259**



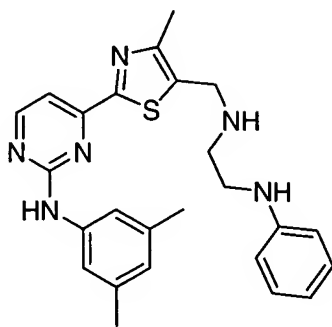
**I-260**



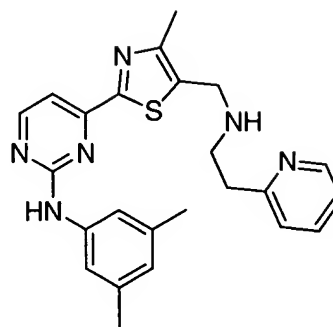
**I-261**



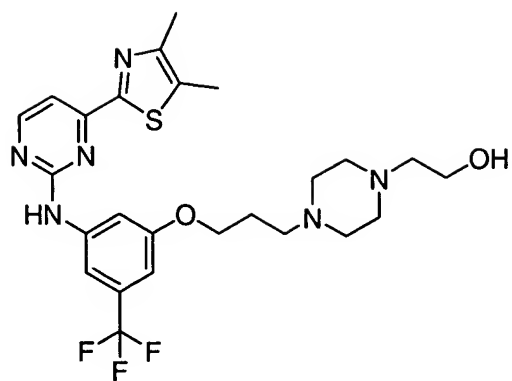
**I-262**



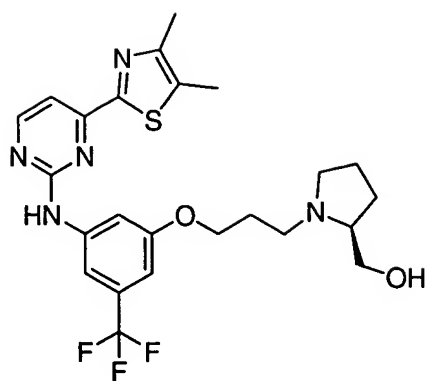
**I-263**



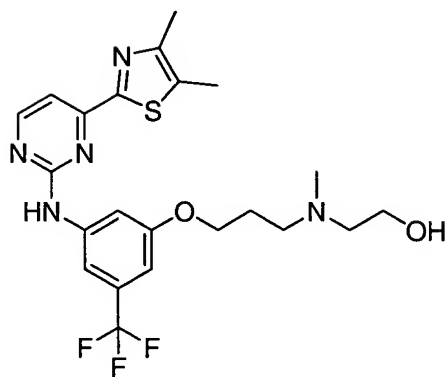
**I-264**



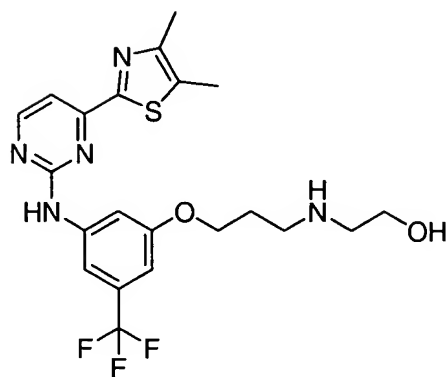
**I-265**



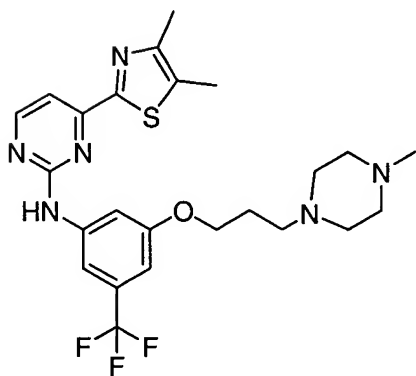
**I-266**



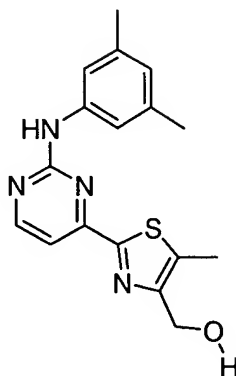
**I-267**



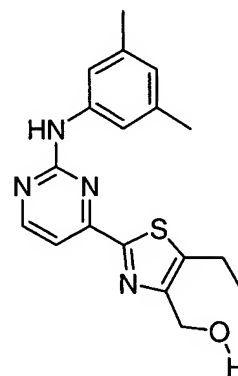
**I-268**



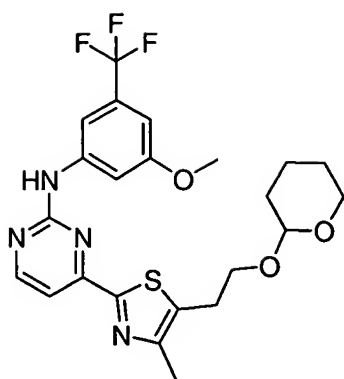
**I-269**



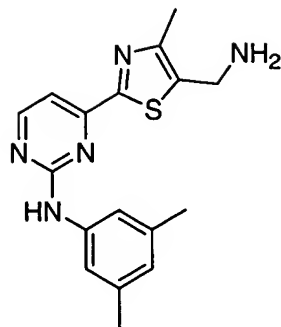
**I-270**



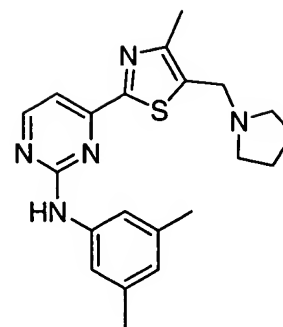
**I-271**



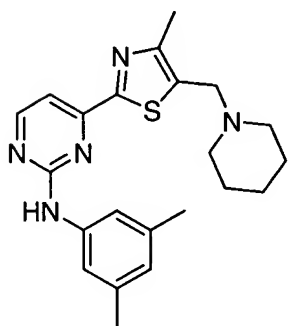
**I-272**



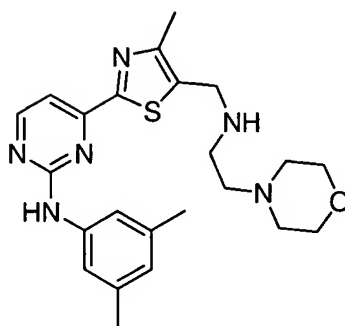
**I-273**



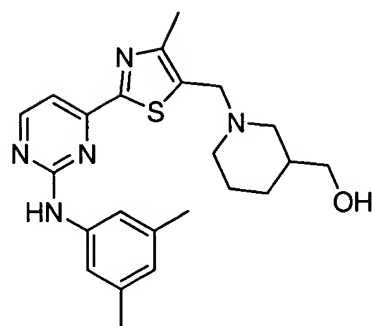
**I-274**



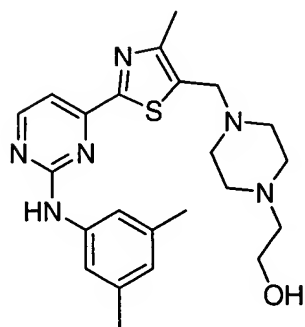
**I-275**



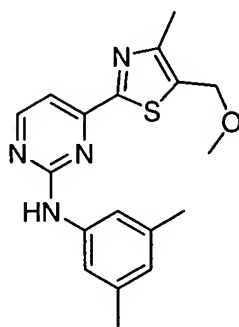
**I-276**



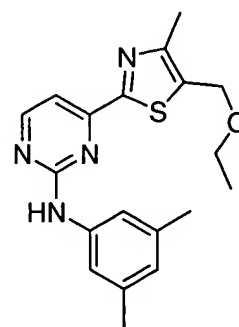
**I-277**



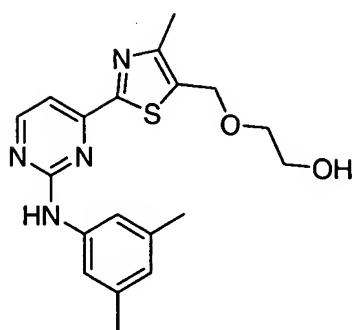
**I-278**



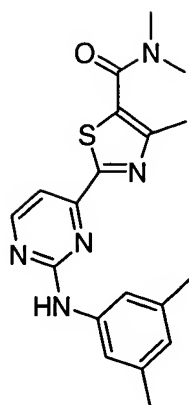
**I-279**



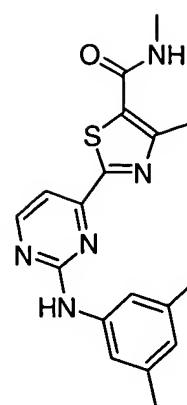
**I-280**



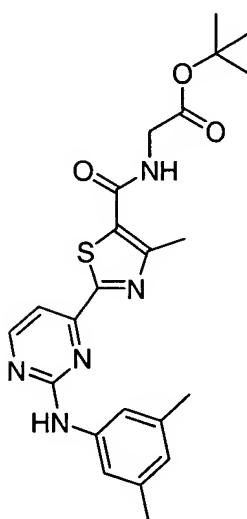
**I-281**



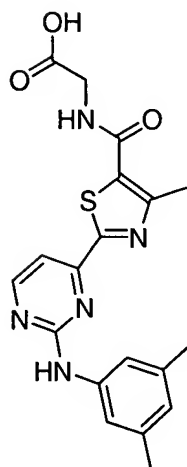
**I-282**



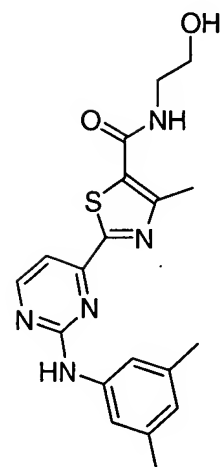
**I-283**



**I-284**



**I-285**



**I-286**

40. A composition comprising a compound of claim 1, and a pharmaceutically acceptable carrier, adjuvant, or vehicle.

41. The composition of claim 40, wherein the compound is in an amount to detectably inhibit SYK, or ZAP-70 protein kinase activity.

42. The composition of claim 40, additionally comprising a therapeutic agent selected from an anti-inflammatory agent, an anti-proliferative agent, an immunomodulatory or immunosuppressive agent, or an agent for treating immunodeficiency disorders.

43. A method of inhibiting SYK or ZAP-70 kinase activity in:

- (a) a patient; or
- (b) a biological sample;

which method comprises administering to said patient, or contacting said biological sample with:

- a) a composition of claim 40; or
- b) a compound of claim 1.

44. A method of treating or lessening the severity of treatment or lessening the severity of an immunodeficiency disorder, inflammatory disease, allergic disease, autoimmune disease, proliferative disorder, immunologically-mediated disease, or respiratory disorder, comprising the step of administering to said patient:

- a) a composition of claim 40; or
- b) a compound of claim 1.

45. The method according to claim 44, comprising the additional step of administering to said patient an additional therapeutic agent selected from an anti-inflammatory agent, an anti-proliferative agent, an immunomodulatory or immunosuppressive agent, or an agent for treating immunodeficiency disorders, wherein:

said additional therapeutic agent is appropriate for the disease being treated; and  
said additional therapeutic agent is administered together with said composition as a single dosage form or separately from said composition as part of a multiple dosage form.

46. The method according to claim 44, wherein the disease is an immune disorder.

47. The method according to claim 44, wherein the disease is asthma.